MARVEL

ULTIMATE SPIDER-MAN®

VOL 17

CLONE SAGA

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ULTIMATE SPIDER-MAN

ISSUE 97

CLONE SAGA: PART 1

BENDIS
BAGLEY
DELL
SIBAL

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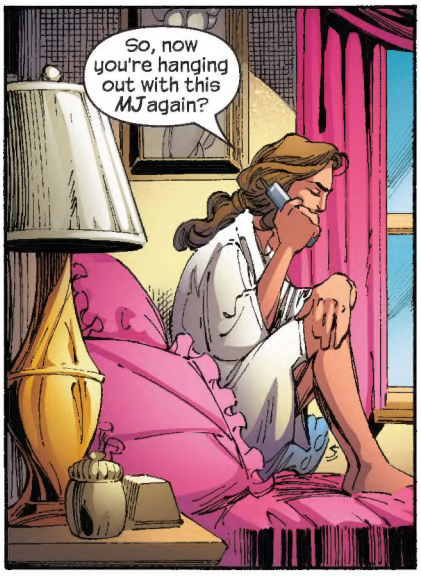
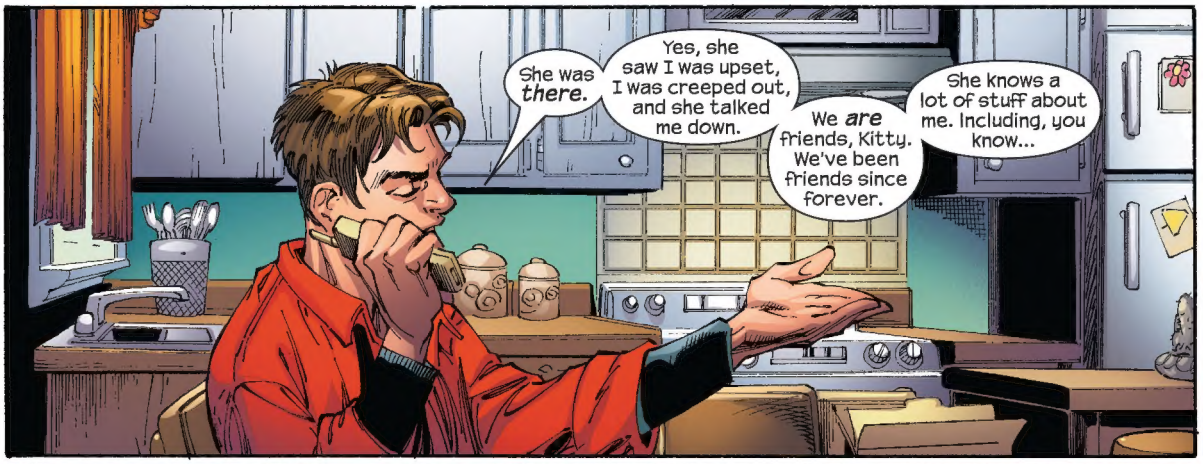
Hello?
Kitty? Did you hang up?
No.
What's going on?


So, now you're hanging out with this MJ again?

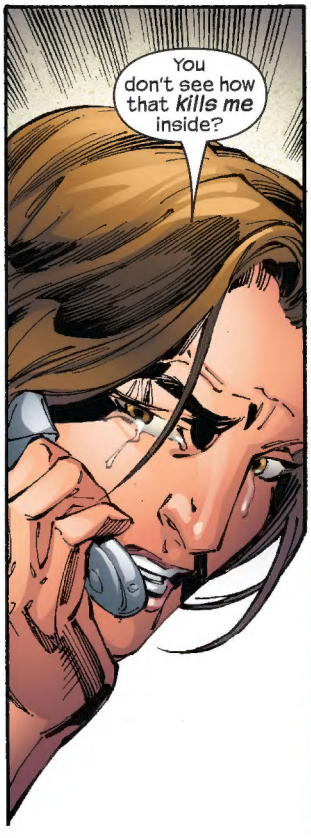
I'm not- what?
That's not what I said- I'm not "hanging out" with her. We go to school together.

You just said she helped you deal with all this Morbius vampire stuff. You said you--


She was there.
Yes, she saw I was upset, I was creeped out, and she talked me down.
We are friends, Kitty. We've been friends since forever.
She knows a lot of stuff about me. Including, you know...

Well, that's just great.

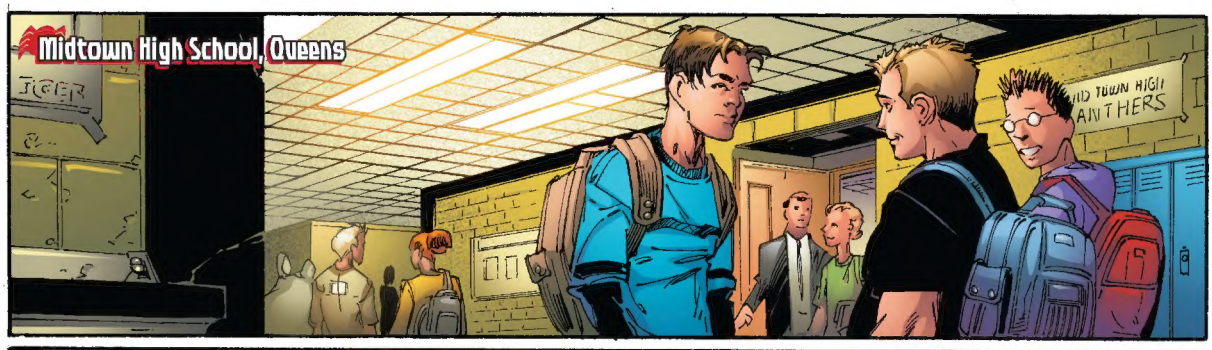
Is this because I didn't call you? I called you.
You were out being an X-Man person.
Well, great then!
What did I do wrong here, exactly?

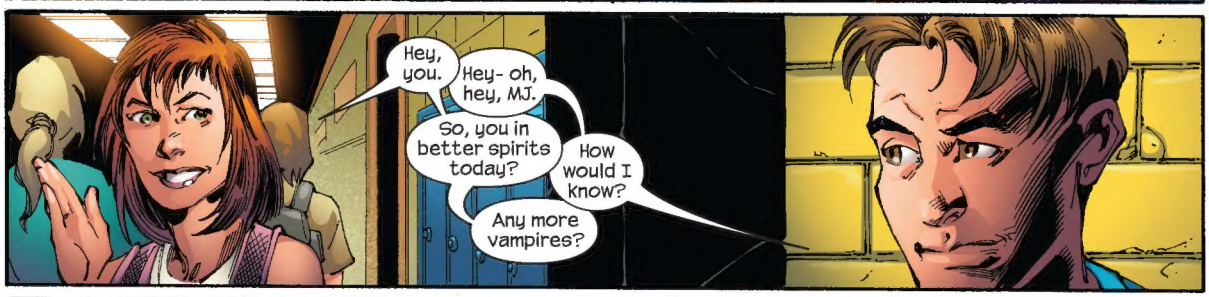

You don't see how that kills me inside?

What?

I should be the one you come to. I'm your girlfriend. I should be the one!
You are.
Well, hello?!!
I'm not.
She is.
I'm not the only person in the world you talk to.
You have all your friends in the X-Men.
Yeah, but--
I have no friends.
Zero friends.
And I have no one who knows about, you know, my other life but you and her.
(And half the super villains in the tri-state area.)
It's different.
How is it different?
You're in love with her!!
Oh my God!
You didn't break up with her because you hate her, you broke up with her because you thought you had to- to keep her from getting hurt!!!
What do you want me to do? Move?
Hi honey, I'm home.
Is that her??
It's my Aunt May!

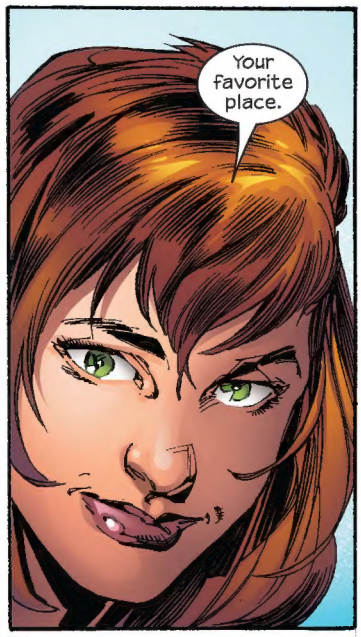
Oh.
Yeah.
BOOP
Hi.
Who were you talking to?
The sheriff of Crazy Town.
Oh! You and MJ got back together?
No.
There's a *new* sheriff in town.
Congratulations.
Go wash your hands. I got hoagies.
Yay.
Two simple words--
"No, I'm not in love with her."
That's all it would have taken.

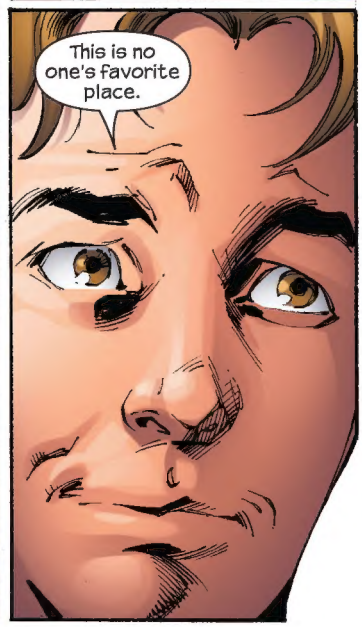

Midtown High School, Queens

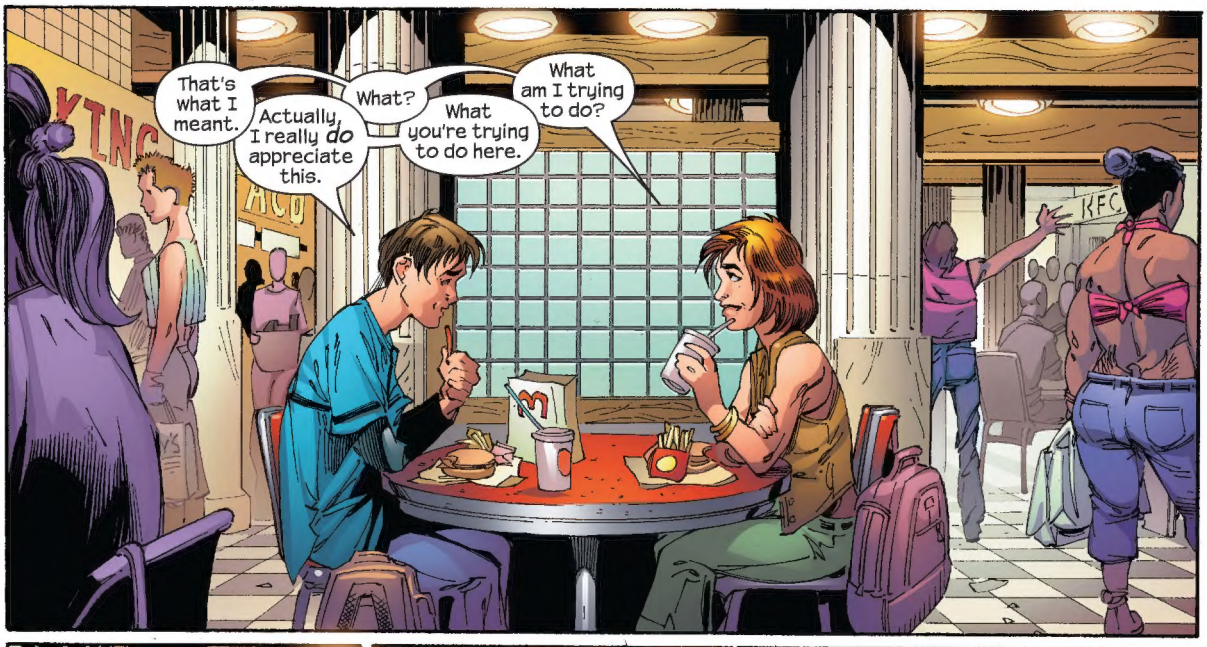

Hey, you.
Hey- oh, hey, MJ.
So, you in better spirits today?
How would I know?
Any more vampires?

No more vampires, I am happy to say.
Where you going now?
I was going to- swing around.
Do you have to?
Well, with great power there must also come--

Yeah, yeah. Come with.
Where?
You need a break.
Your head's not in the game. And when your head's not in the game, you get sloppy and someone pulls off your mask.
Take a break from up there and all that.
Where are we going?


Your favorite place.


This is no one's favorite place.

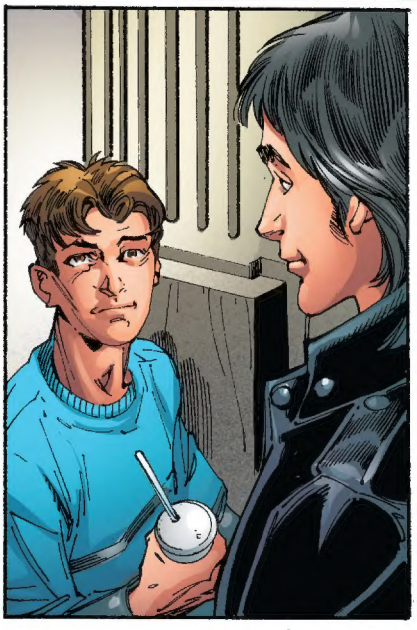

That's what I meant.
Actually, I really *do* appreciate this.
What?
What you're trying to do here.
What am I trying to do?
KFC

Trying to be friends again.
And I really appreciate it.
And. Yes, I'm making you a new costume.

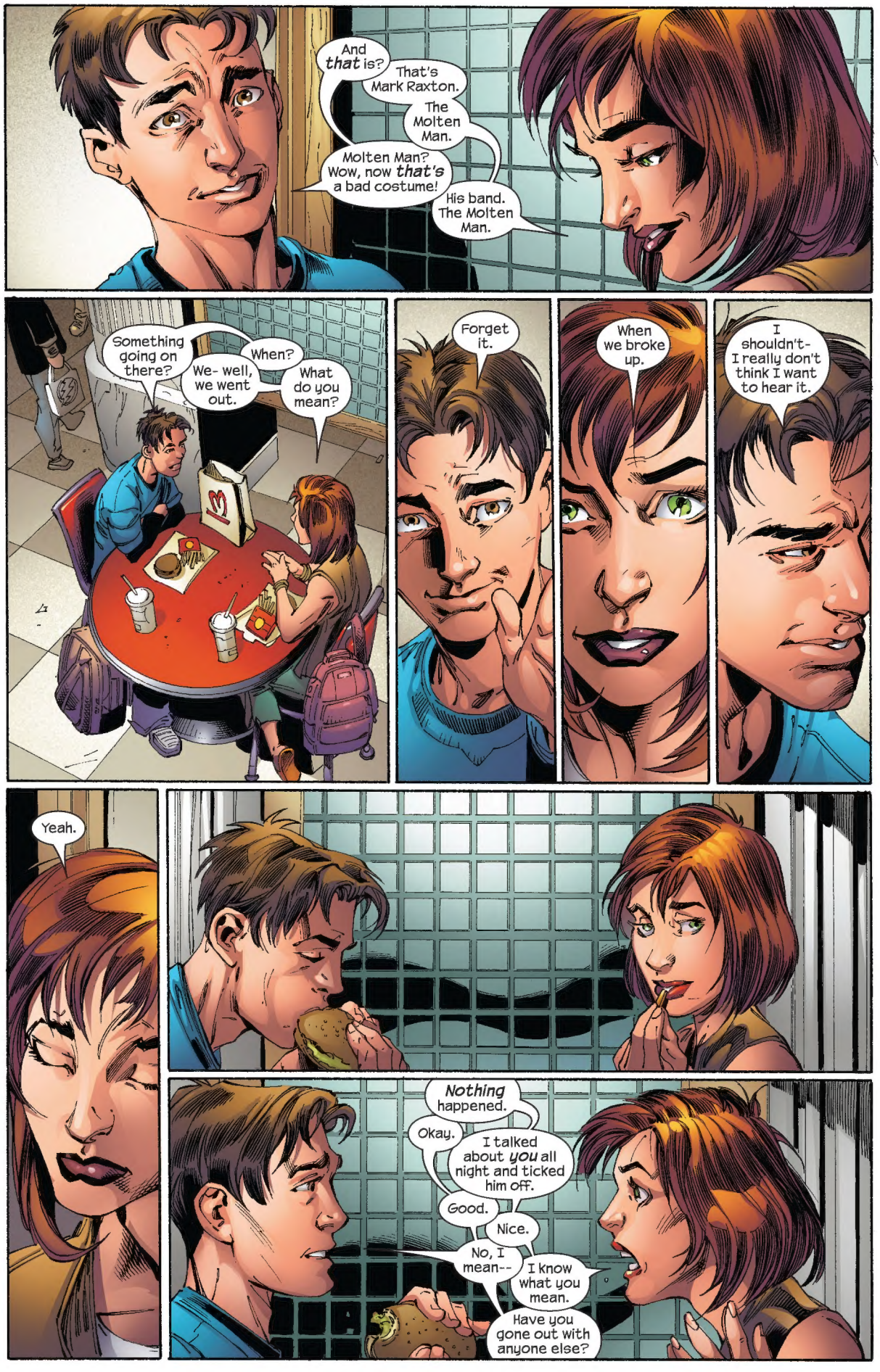
Oh, thank God! Thank you, thank you.
I saw on TV. You have a hole in the one you have.
I literally taped it closed with blue packing tape.
ORDER HERE

Oh, Peter, that is so--
You try and keep your--
Hey, MJ.

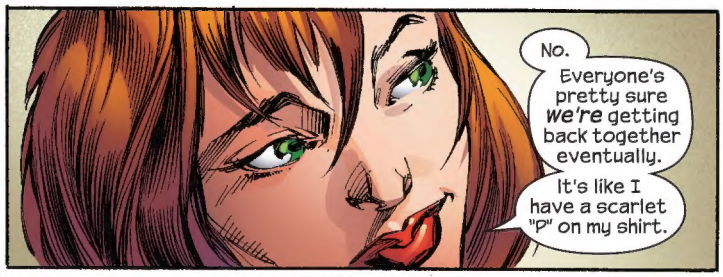
Hey, Mark.
Is this the famous Peter Parker?
It- it is.



Good for you.
So, uh, see ya.


And *that* is?
That's Mark Raxton.
The Molten Man.
Molten Man? Wow, now *that's* a bad costume!
His band. The Molten Man.
Something going on there?
When?
We- well, we went out.
What do you mean?
Forget it.
When we broke up.
I shouldn't- I really don't think I want to hear it.
Yeah.
Nothing happened.
Okay.
I talked about *you* all night and ticked him off.
Good.
Nice.
No, I mean--
I know what you mean.
Have you gone out with anyone else?

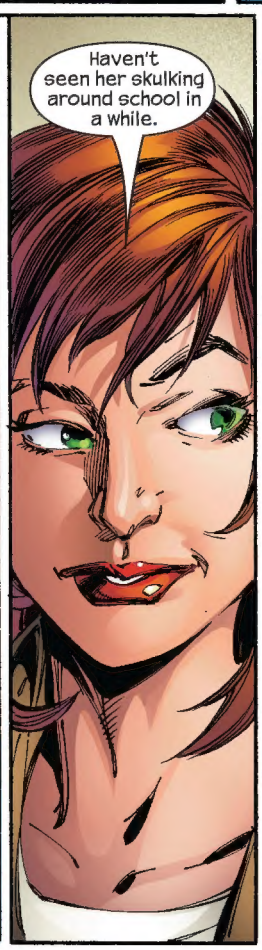
Well, the Human Torch and I are engaged.
Actually, I'm holding out for Daredevil.
Myuk nyuk. You wish.

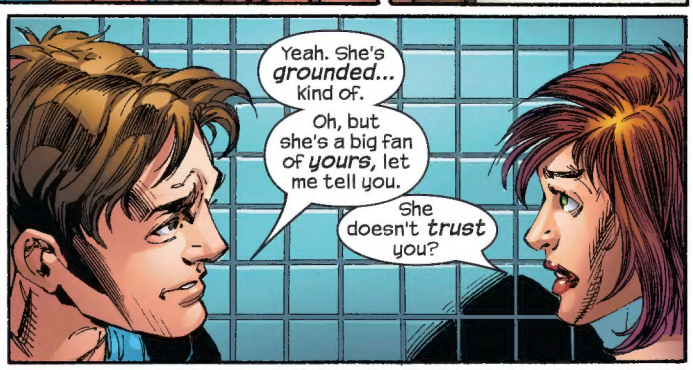

No.
Everyone's pretty sure we're getting back together eventually.
It's like I have a scarlet "P" on my shirt.

Very literary reference.
Thank you.
Sorry I'm standing in your way of whatever--
No, that's not what I mean.
I know. I'm just guilt-ridden by nature.
No duh.

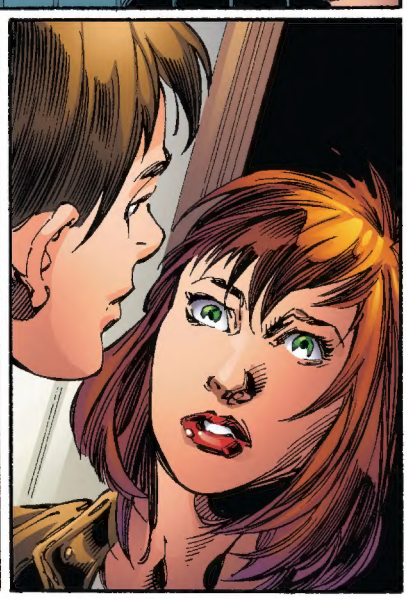
So...
How's what's-her-face?

Oh, let's not go there...


Haven't seen her skulking around school in a while.


Yeah. She's grounded... kind of.
Oh, but she's a big fan of yours, let me tell you.
She doesn't trust you?

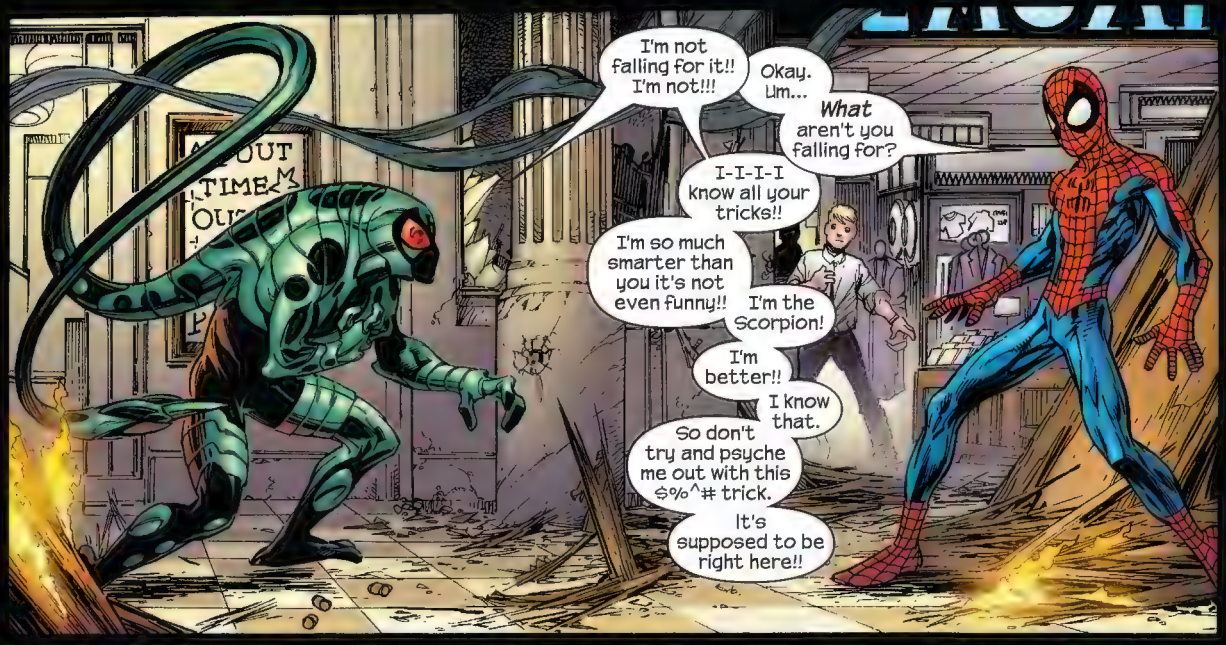
Honestly.
She doesn't even know me.

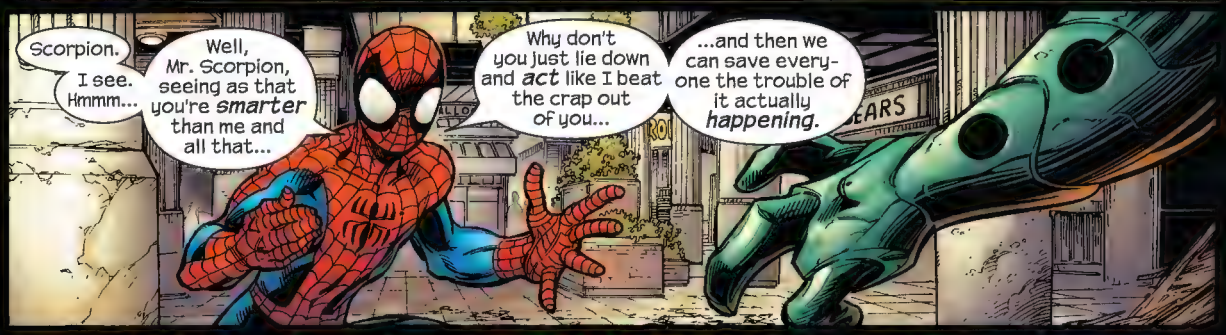


CRASH
Whoah! What's going on?
Someone's trashing the mall?
Someone with super-powers is trashing the mall?
If I had super-powers, this is the first place I'd trash.
Get out of here!
Okay.
Promise me.
You suiting up?
Gotta.
Okay, I'm gone.
SCRASH
Stop. Stop pushing!!
Gah!
Oof!
MY BABY!!
THWAP

Ta-daa!!
MOOKSTER!
Oh my God! Spider-Man is trashing the mall! He's gone crazy!!
My baby!!!
Now I'm trashing the mall?? How am I trashing the mall?
Get away from my baby, you monster!!
Yep! Should've saw that coming.
Now let's see what all the--
Whoah!
Okay, okay...
I was upset that Chik-Fil-A moved to another location too, but that is no reason to throw a...

(Well, I guess I know what I'm doing for the rest of my afternoon...)


I'm not falling for it!! I'm not!!!
Okay. Um...
What aren't you falling for?
I-I-I-I know all your tricks!!
I'm so much smarter than you it's not even funny!!
I'm the Scorpion!
I'm better!!
I know that.
So don't try and psyche me out with this $%^# trick.
It's supposed to be right here!!


Scorpion.
I see. Hmmm...
Well, Mr. Scorpion, seeing as that you're smarter than me and all that...
Why don't you just lie down and act like I beat the crap out of you...
...and then we can save everyone the trouble of it actually happening.

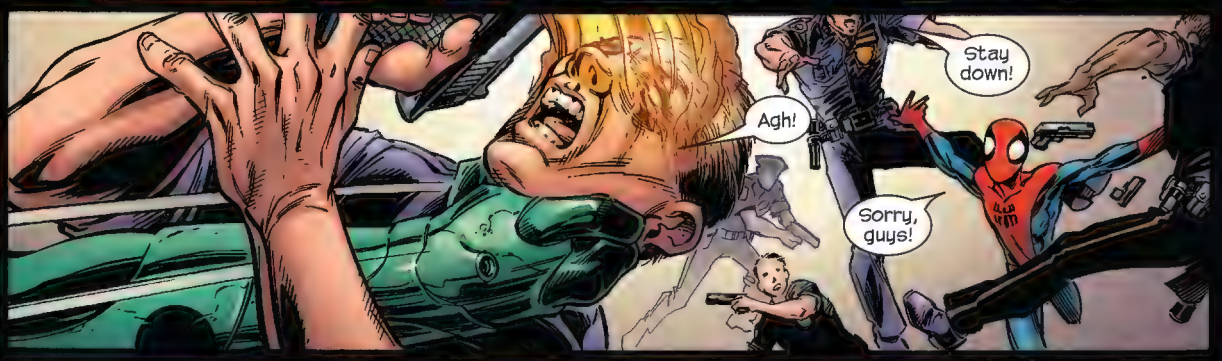
I know I was here!

Okay...
Uh...
Are you mad about a sale?
EVERYONE DOWN ON THE GROUND!!!

On the ground!
Now!
This is Pullman at the Heights Mall. We have a 545, over!
DIE!
No!!
PARAMOUNT
Aaggh!
My eyes!!!
Gaaaaii!!
KRACK
Stop it! St--
DERNE ROUTOSE
GADGETS
CRASH!
Take him!
BAMBAMBAMBAM

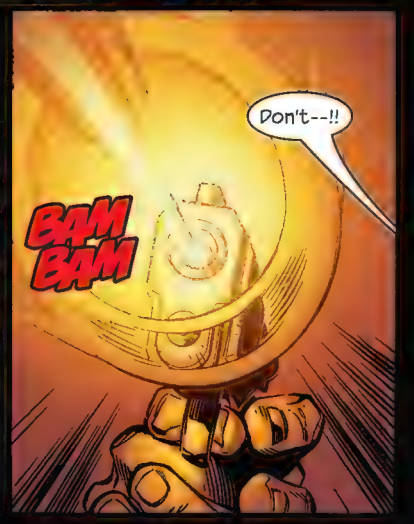
Flechon's shoes!
You can't take this away from me!
THWAP
Oh my God!
Well, this got too crazy, fast!
AGH!
SPLAT
Ah ah ah! Not so fast.
I get myself in enough trouble with the cops, I really don't need your help.
I will shoot you right here!
We need backup, now!!!
No!
BAM
You need back-up? I need a huge--
Gah!

Hey guys, I don't want to fight you, I want to--
Down! You stay down!
I'm not the problem--
Help me! Help me! Where do I--??


Agh!
Stay down!
Sorry, guys!

Oh come on, everybody just--
AAGGHH!!
SMASH

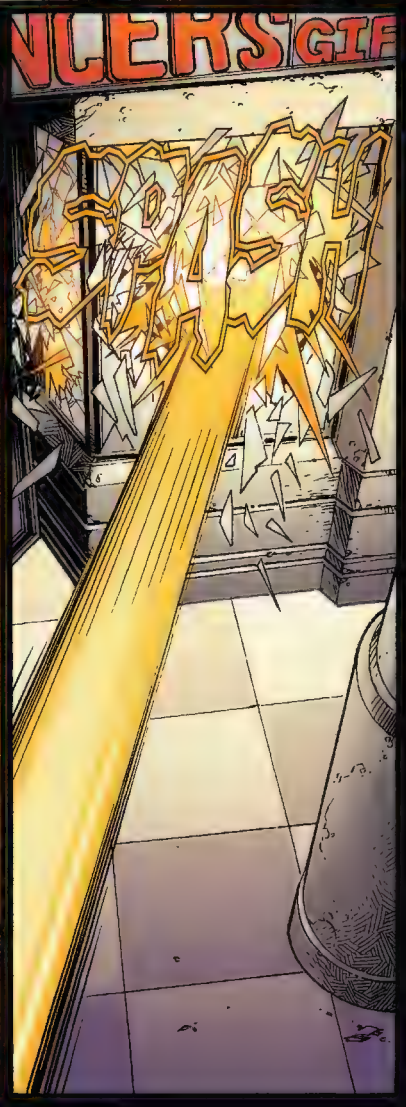
Settle down!!
SHACK
CRACK


Don't--!!
BAM BAM

SPING
SPING
Yikes!
SPACK
SPACK

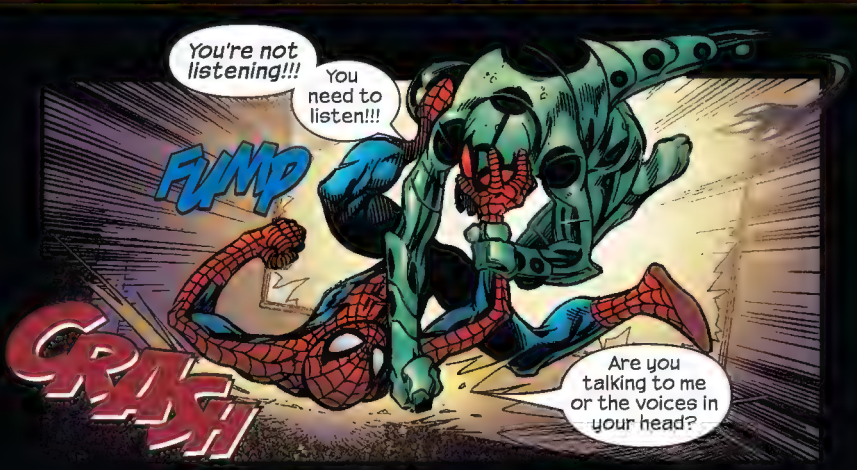
THWAP
Dispatch! Code Four!!
We need back-up!
THWAP

ARGH!
SPACK

NYYAARRGGH!


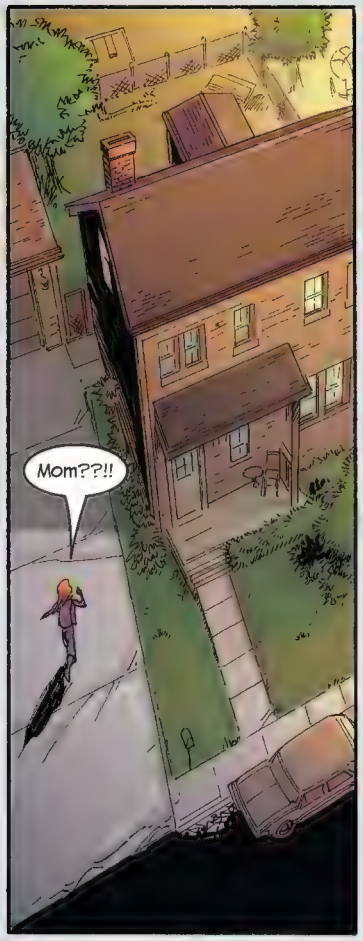
"Who are you, masked mystery man??!! Unveil yourself to the crowd!!"
He *said* that! That's what he *said!*
Allllrighty then.

You know, I'm no doctor but...
I *think* you may need different medication.
SMACK

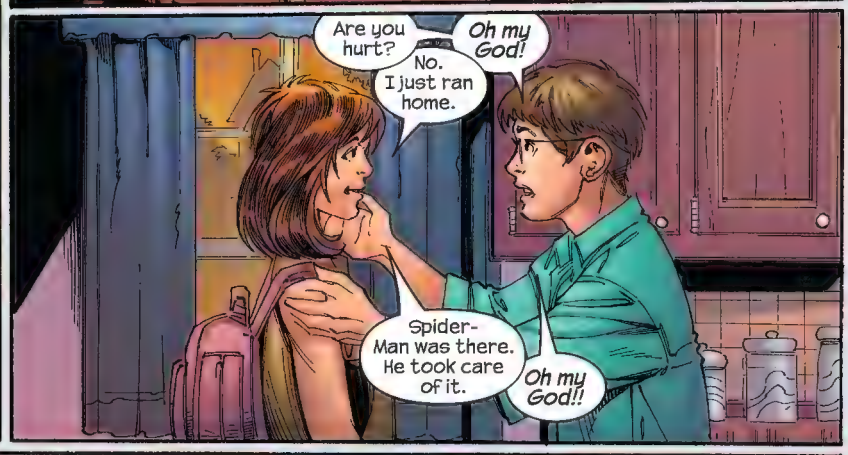

You're not listening!!!
You need to listen!!!
FUMP
CRASH
Are you talking to me or the voices in your head?

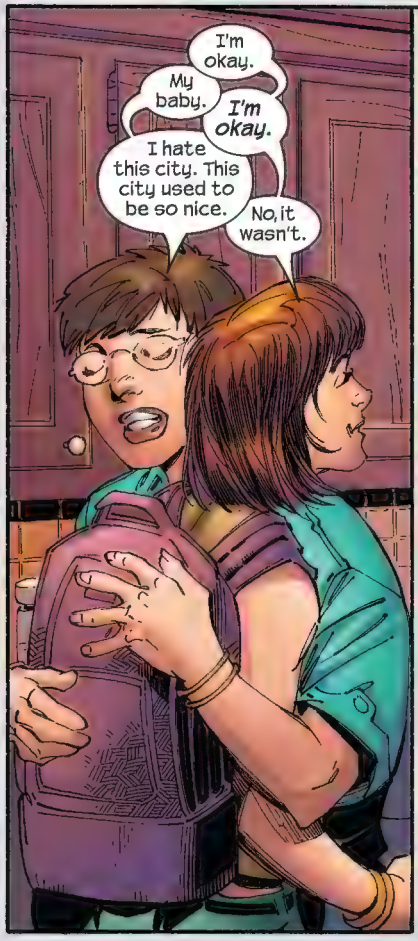
CRACK
And do they talk to *each other* or only to you?
CRASH
CRACK
Now, please, I'm begging you, calm down or I'm going to have to--
No!! No!!! You have to listen!!
No, I gotta end this before anyone else gets--

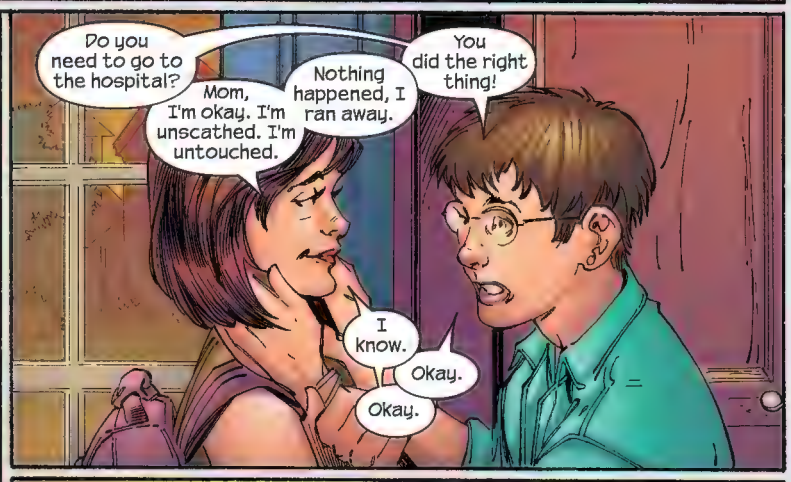
"Who are you, masked mystery man??!! Unveil yourself to the crowd!!"
He *said* that...

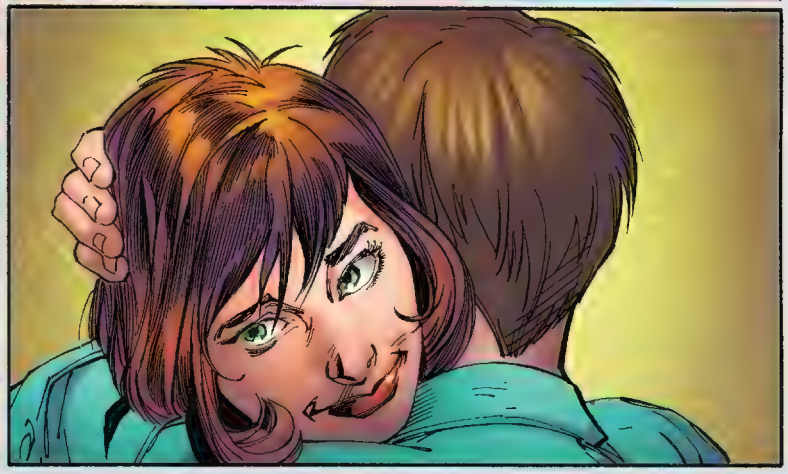

Mom??!!

MJ, are you okay?
Did you see it on TV?
No, what?
There was some crazy guy at the mall.


Are you hurt?
Oh my God!
No. I just ran home.
Spider-Man was there. He took care of it.
Oh my God!!

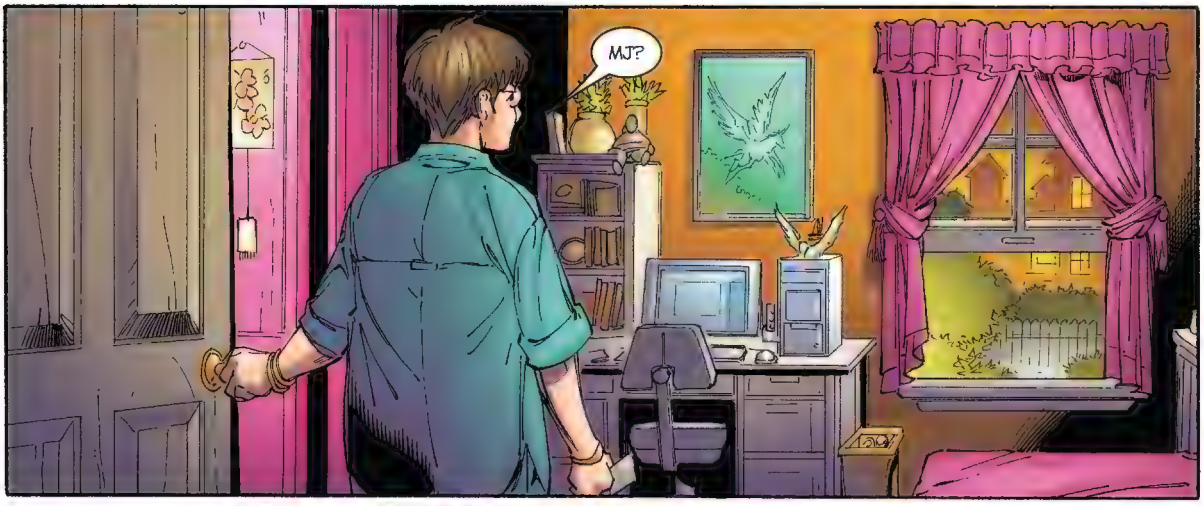

I'm okay.
My baby.
I'm okay.
I hate this city. This city used to be so nice.
No, it wasn't.

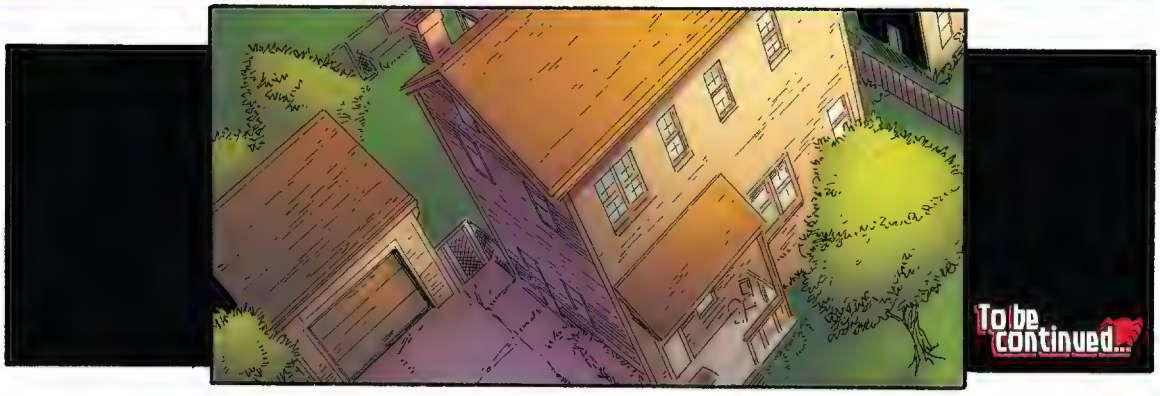

Do you need to go to the hospital?
Mom, I'm okay. I'm unscathed. I'm untouched.
Nothing happened, I ran away.
You did the right thing!
I know.
Okay.
Okay.



Jeez.
SQWUEEKY

MmfF!!
MmmffFF!!!!
Sweety, you got something in the mail from Barnard.


MJ?


To be continued...

ULTIMATE SPIDER-MAN®

ISSUE 98

CLONE SAGA: PART 2

BENDIS
BAGLEY
DELL
HENNESSY

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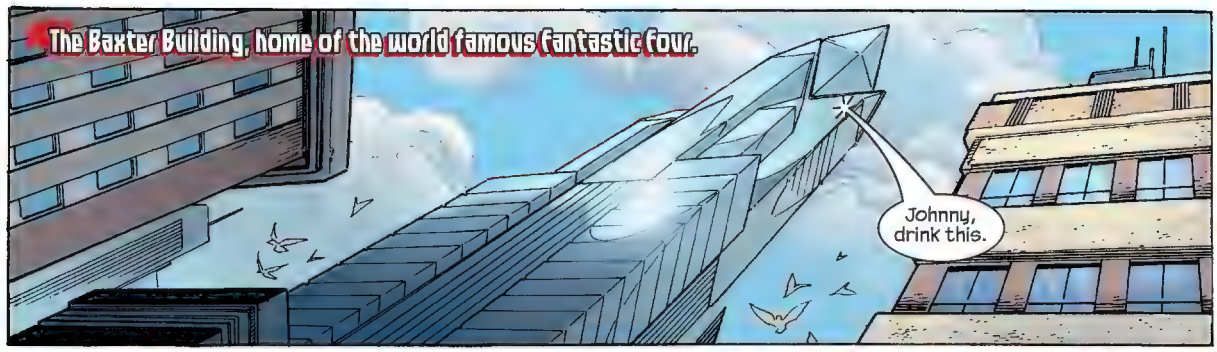
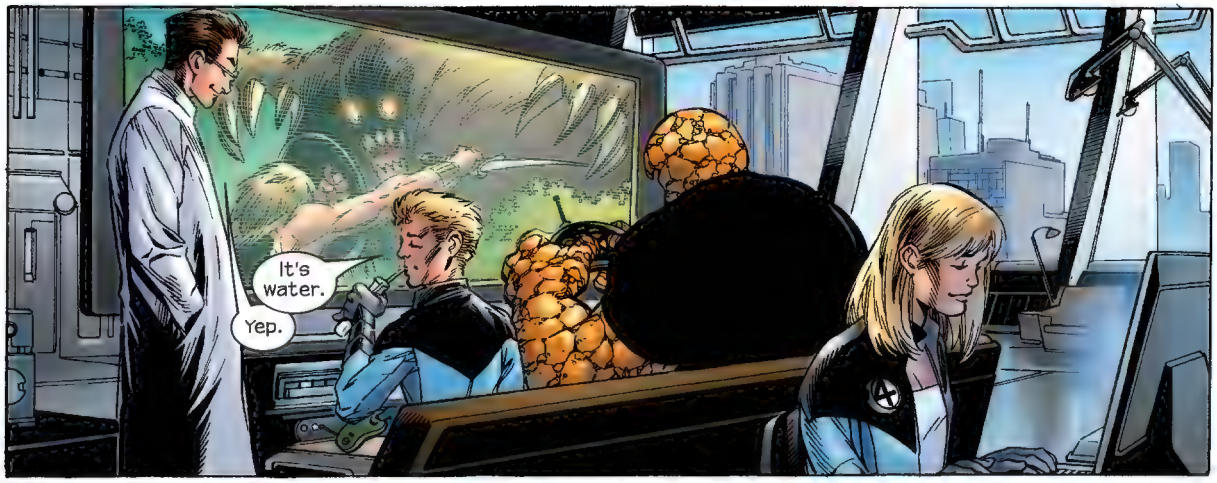
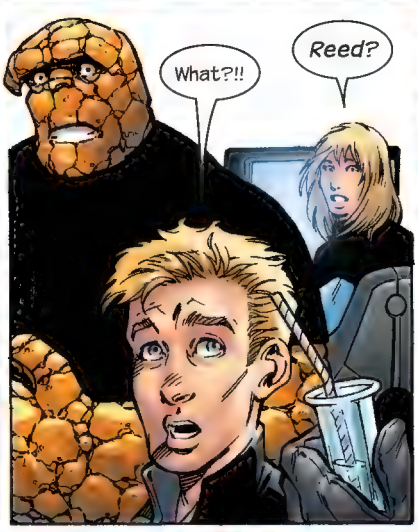

The Baxter Building, home of the world famous Fantastic Four.
Johnny, drink this.

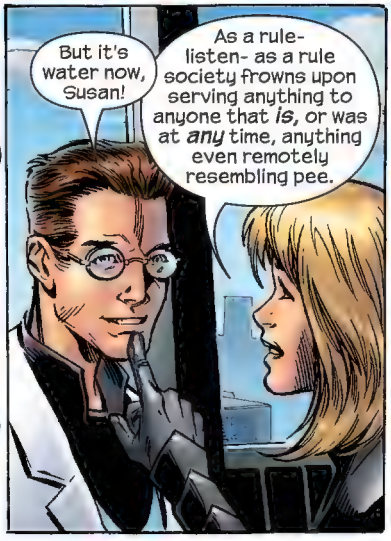

It's water.
Yep.

I can see the headline: Doctor Reed Richards, leader of the world famous Fantastic Four, discovered water.
Nobel Committee in emergency session.
I made it from my urine.


What?!!
Reed?

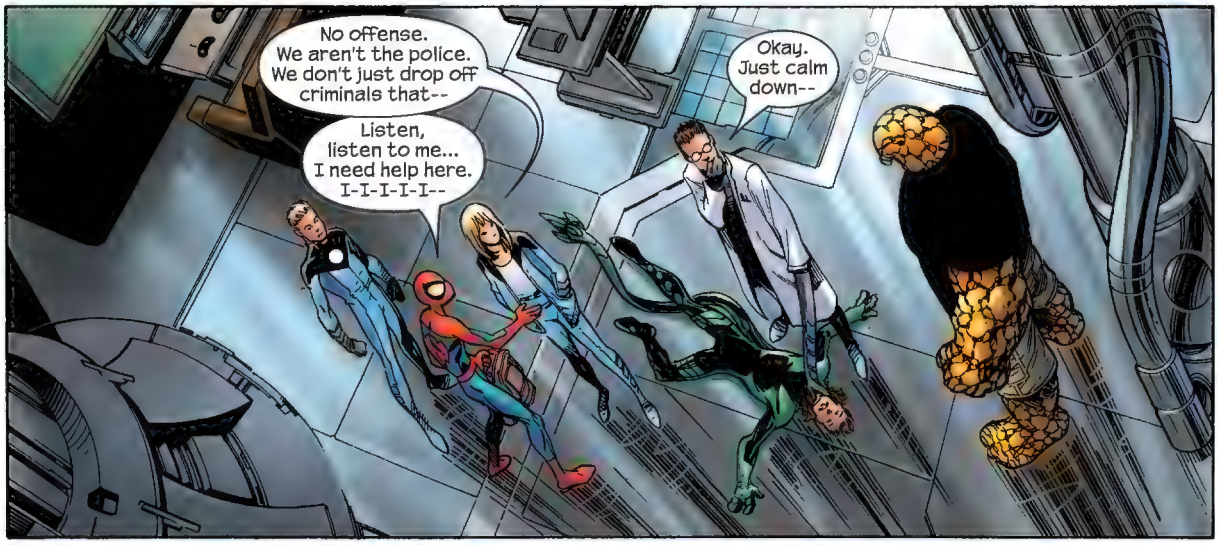
Are you $%#@ing with me?
Why would you even think to do that?
I saw Mariner do it and I wondered if it could be done.
Who?
Mariner. Kevin Costner's character's name in Waterworld.

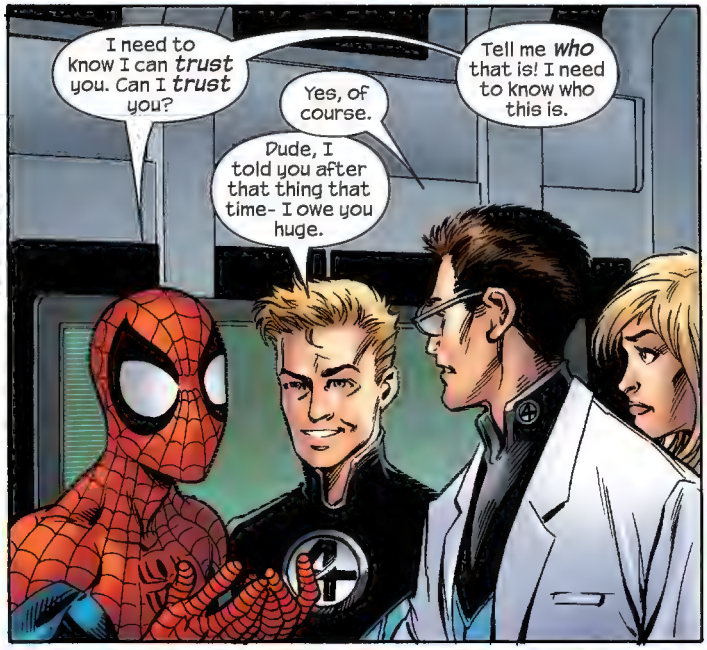
Are you out of your--!!
Wait, you know the name of Kevin Costner's character in Waterworld?
How many times have you seen it?
Okay, sweety, remember when you told me to tell you when you were acting in a way that is socially "unacceptable"?


But it's water now, Susan!
As a rule- listen- as a rule society frowns upon serving anything to anyone that is, or was at any time, anything even remotely resembling pee.

SECURITY BREACH-SECTION ALPHA
SECURITY BREACH-SECTION ALPHA
SECURITY BREACH-SECTION ALPHA
Whoah...

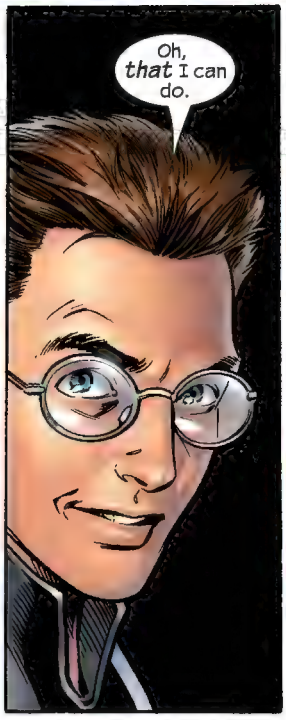
SECURITY BREACH-SECTION ALPHA SECURITY BREACH-SECTION ALPHA SECURITY BREACH- SECTION ALPHA SECURITY BREACH- SECTION
Oh man, what does he think he's--?
Spider-Man, don't!!
Mmff!!!
Security override: Sinnott. Open rec room window three.
Hey there, webhead!
Sorry, sorry...
Spider-Man, you can't just touch this building. We have the highest security system known to man on this--
Well, I don't have my cell phone on me.
Hey man...
What is this? What have you brought here?
This guy- whoo- hold on. Okay. This guy was attacking a mall. I beat him up and--
And ya brought him here?
Because I really, really, really need your help.


No offense. We aren't the police. We don't just drop off criminals that--
Okay. Just calm down--
Listen, listen to me... I need help here. I-I-I-I-I--


I need to know I can *trust* you. Can I *trust* you?
Yes, of course.
Tell me *who* that is! I need to know who this is.
Dude, I told you after that thing that time- I owe you huge.

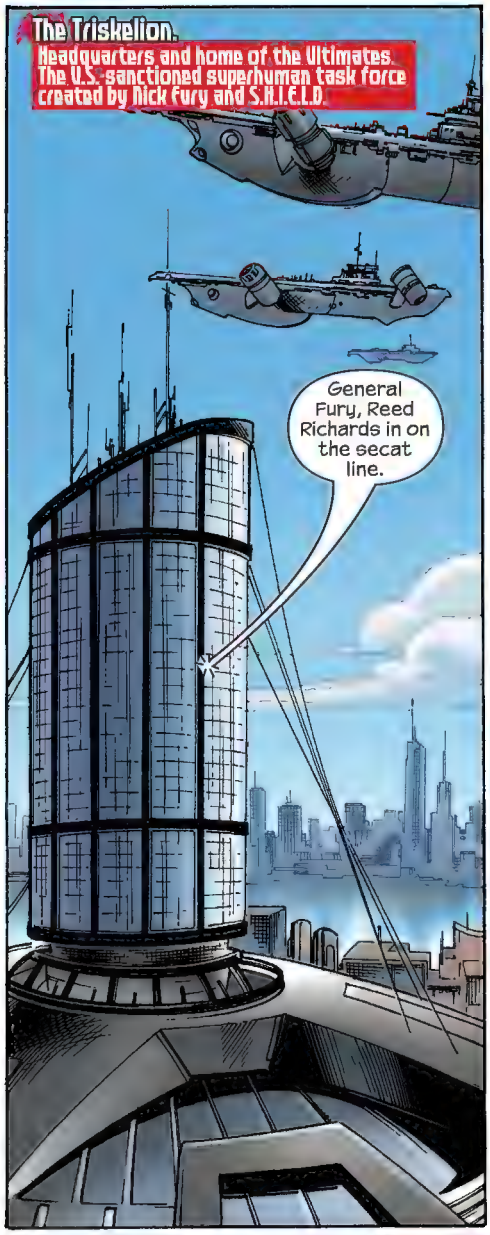
We can run a blood test. We can put it in the computer.
Can you do it without telling anyone?
Telling anyone?
Can you do it without the- the authorities knowing you're doing it?

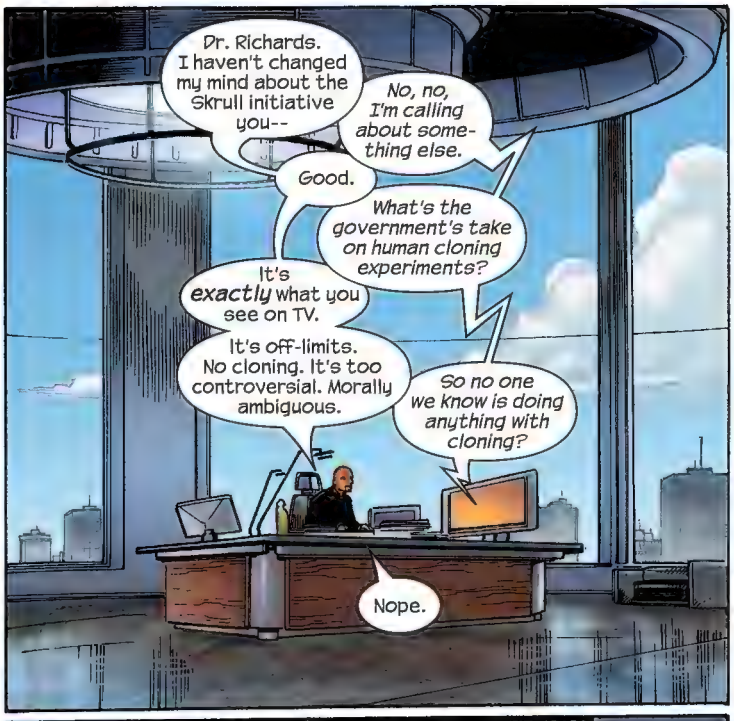
I *think* I can do that, if you *need* me to.
Authorities?
Can you do it so *Nick Fury* doesn't know you're doing it?


Oh, *that* I can do.

Do it.
Please.
Dude, what's going on?
I don't know yet.

Peter Parker.
(Ninety-four point two percent match?)
Oh my God.
His tail mechanism is grafted into his spinal cord.
Uh, ew.
That's an illegal biograft.
Oh my God!
(Ninety-four point two percent match?)
Let's wake him up.
He might have a concussion. Maybe we should get my dad in here to--
He *is* the one with the answers.
No!!
No?
Ninety-four percent? You said ninety-four percent?
Yes.
Ninety-four percent what?
It's a ninety-four percent DNA match. Which is odd.
It's usually a match or it's not, but the finding was so specific to the medical records of--
Oh my God.
I got, yeah, here... Peter Parker. Caucasian. Around sixteen years old. Not a mutant.
Some genetic damage. Never seen that kind of damage before. Hmm? Maybe that's the percentage discrepancy or--
Okay, listen to me...
I'm Peter Parker.
Me.
So who is *that* and what is going *on?*
Huh.
Hey, I know you.
We went to school together.


The Triskelion.
Headquarters and home of the Ultimates. The U.S.-sanctioned superhuman task force created by Nick Fury and S.H.I.E.L.D.
General Fury, Reed Richards in on the secat line.

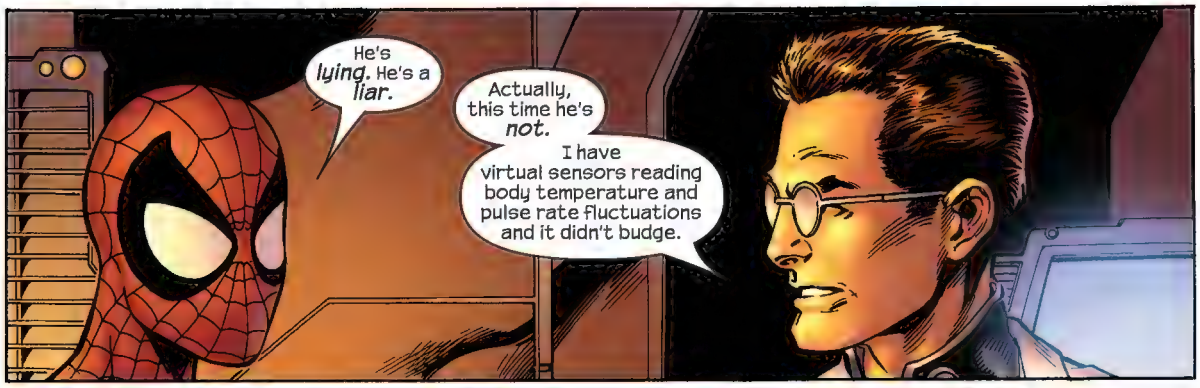

Dr. Richards. I haven't changed my mind about the Skrull initiative you--
No, no, I'm calling about something else.
Good.
What's the government's take on human cloning experiments?
It's exactly what you see on TV.
It's off-limits. No cloning. It's too controversial. Morally ambiguous.
So no one we know is doing anything with cloning?
Nope.

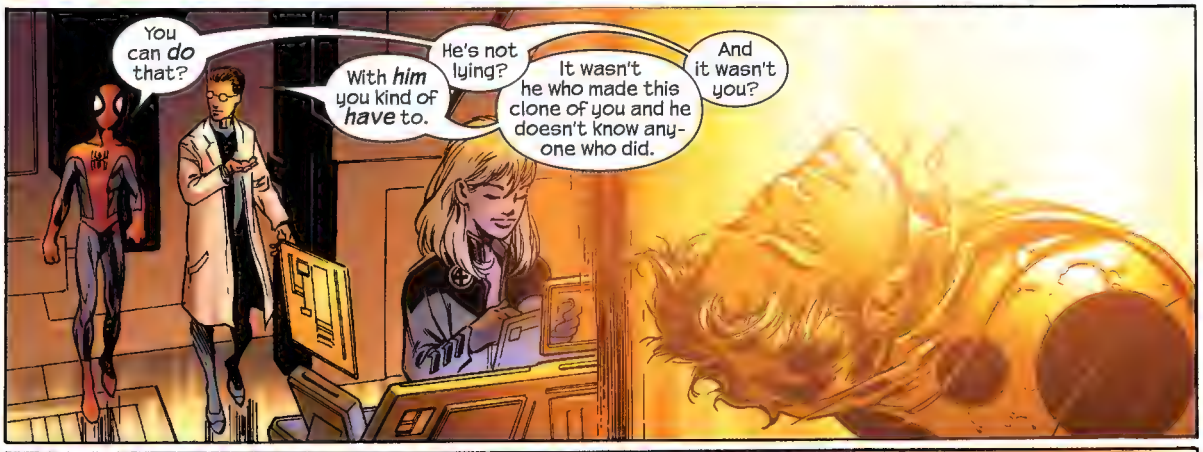
And no one over there at the Triskelion is doing any cloning?
And neither will you be if that's what you're really asking.
Oh no. No. I wasn't.

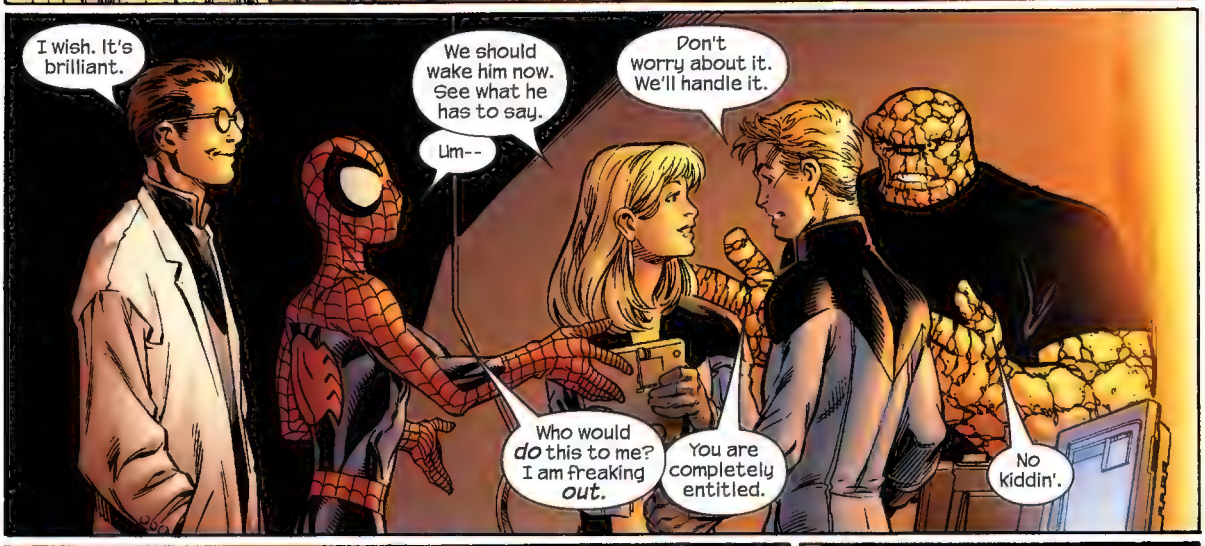
I mean it, Doctor.
Okay.
You are technically army personnel. You're a federal employee. You have to obey the law of the land.

I'm not cloning anything.
I was, um, on the can reading an article in Wired magazine and it just got me thinking.

Well, thanks for that intimate look into your bathroom habits.
GLEEP

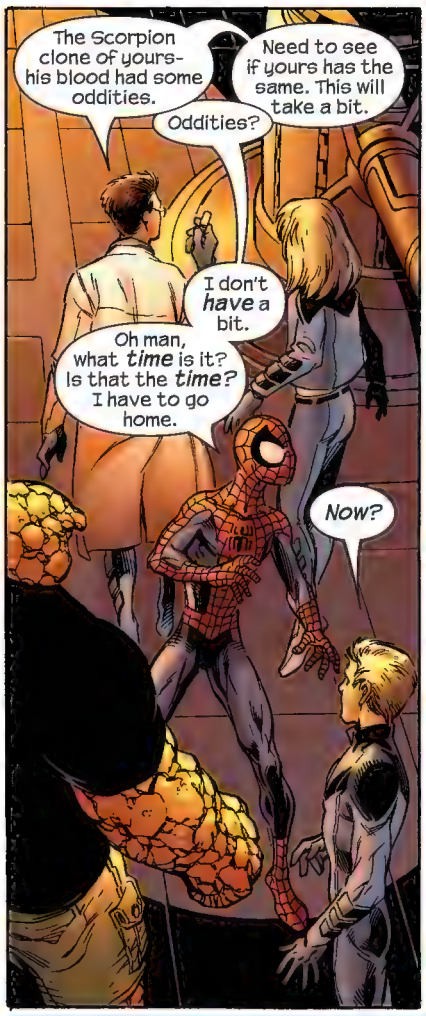

He's lying. He's a liar.
Actually, this time he's not.
I have virtual sensors reading body temperature and pulse rate fluctuations and it didn't budge.


You can do that?
With him you kind of have to.
He's not lying?
It wasn't he who made this clone of you and he doesn't know anyone who did.
And it wasn't you?

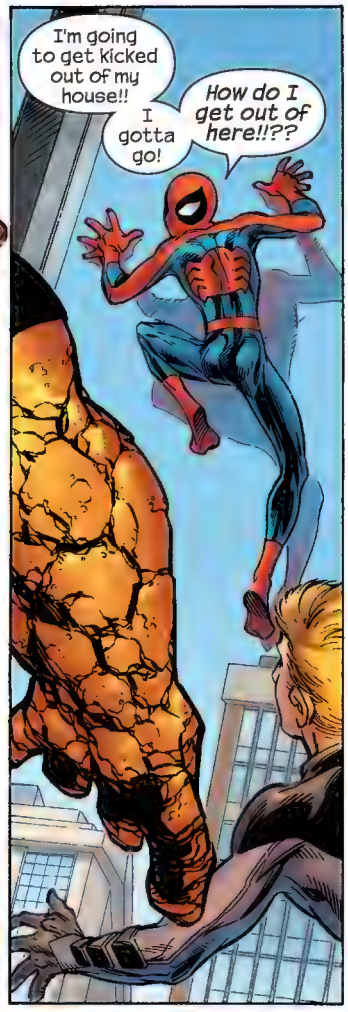

I wish. It's brilliant.
We should wake him now. See what he has to say.
Um--
Don't worry about it. We'll handle it.
Who would do this to me? I am freaking out.
You are completely entitled.
No kiddin'.

Is there something you're not telling us, Peter? Why don't you want us to wake him?
No, I just- I need a minute--
And I need a blood sample from you as well. How did you originally get your powers?
I- I was bit by a spider.

Cute. No, really, how did you get your powers?
Uh-huh.
I was bit by a spider.
It was a big spider.

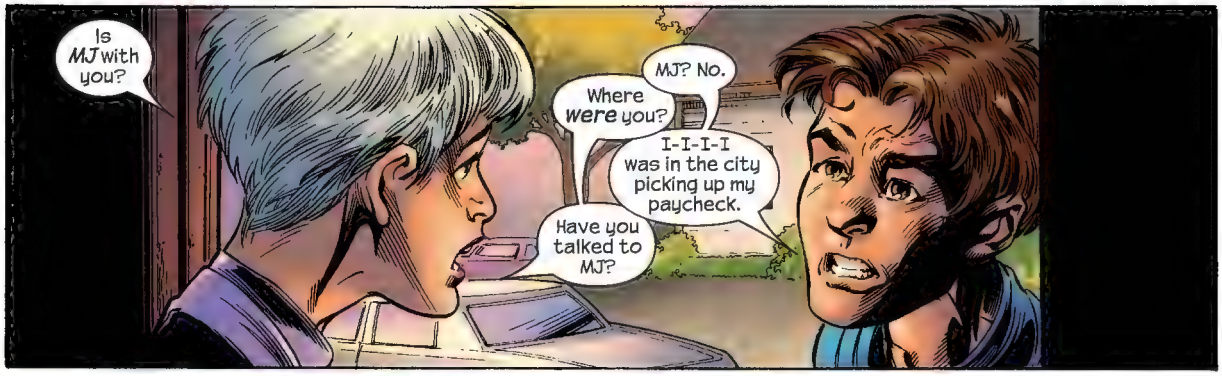

The Scorpion clone of yours- his blood had some oddities.
Need to see if yours has the same. This will take a bit.
Oddities?
I don't have a bit.
Oh man, what time is it? Is that the time? I have to go home.
Now?

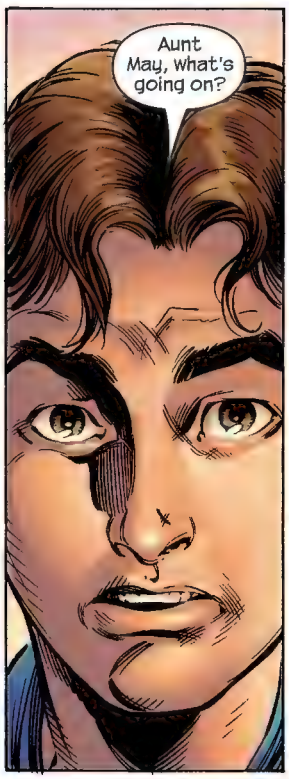
If I don't get home, I'm grounded.
My Aunt May- she said she's going to kick me out of the house if I'm not home when I'm supposed to be.
So, call her.
I gotta go!
You're leaving?

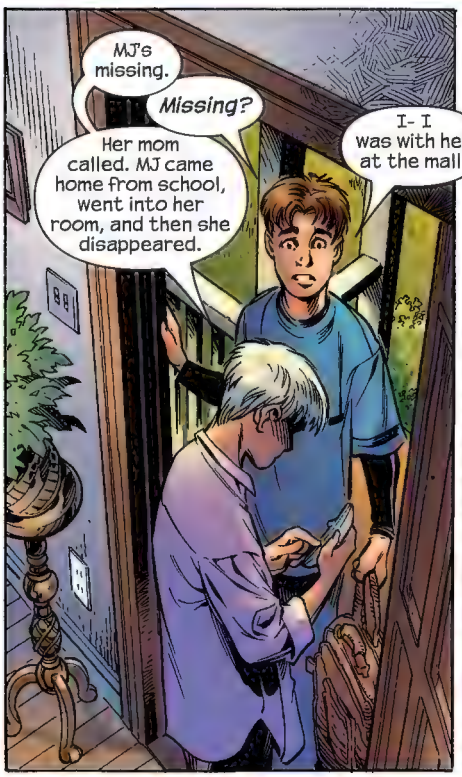

I'm going to get kicked out of my house!!
I gotta go!
How do I get out of here!!??

He left?
Dude left his clone.
That was so lame.
The kid's a kid. Give him a break. He freaked out.
We'll figure this out for him.

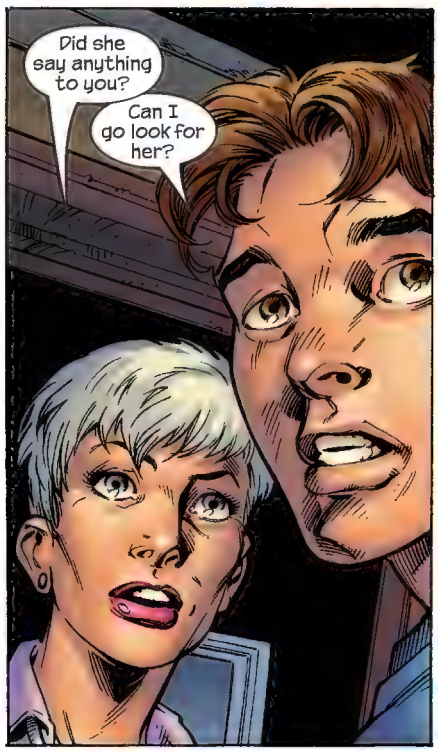
Baby!
You ran away.
You freaked out, got scared, and you ran away.
Come on, give yourself a little break.
This is intensely crazy! You're entitled to spaz for a second.
(Can't believe I unmasked in front of even more people!)
Just- just take a minute to get a hold of yourself, make an excuse to Aunt May, and sneak back out and get back there.
Maybe the clone is just some weird side effect of the accident that gave me my powers in the first--
Weird side effect!!??
There was an entire other me with- a tail!!
Okay, just put on your happy face and tell Aunt May you forgot your math book back at the Bugle and--
Aaarrgghh!!!
Peter!!
Agh!


Is MJ with you?
MJ? No.
Where were you?
I-I-I-I was in the city picking up my paycheck.
Have you talked to MJ?


Aunt May, what's going on?


MJ's missing.
Missing?
Her mom called. MJ came home from school, went into her room, and then she disappeared.
I- I was with her at the mall.

You said you were in the city.
Before that.
You don't know where she is now?
No.


Did she say anything to you?
Can I go look for her?

Go!
Take your cell phone.
I got it.

Ran away?
Ran away??
MJ?
Mrs. Watson.
Peter, where is she?
I don't know.
She ran away again.
I- you don't know that.
WELCO
Where is she??
I don't know.
She's all I have.
I'll find her.
She's all I have!!!
I called the police. They said I have to wait twenty-four hours.
Twenty-four hours!!!
She just came in here and then...
I called her for dinner. She wasn't here.
Peter, that time last year when she ran away... where did she go?

I'll be right back!!

The warehouse.
Our old sneak-away place.
This is where she goes to decompress and write in her journal and stuff.
She probably wigged because that Scorpion guy attacked the mall.
She had some kind of Green Goblin flashback and she's just sitting there.
I know she's there.

Just be here.
Please be there.

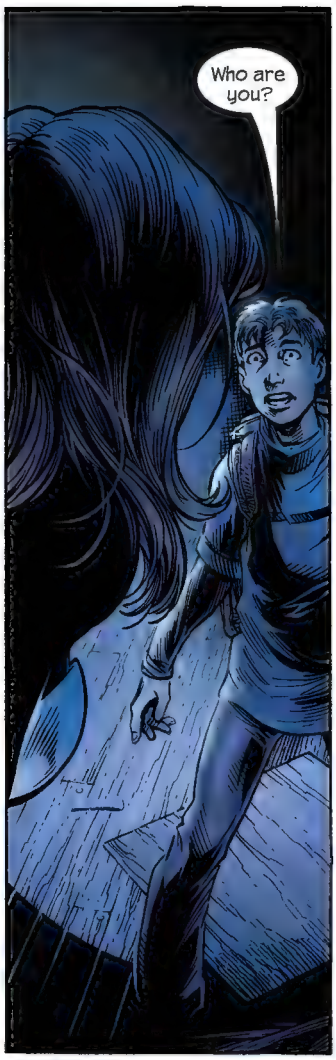
Mary?

MJ?

Oh, no...
MJ?

Sorry, tiger...

Well, *this* is awkward.

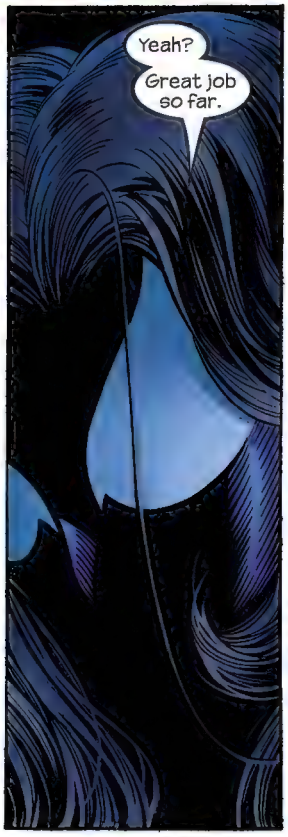

Who are you?

Um...
Who do I *look* like?

I don't care.
Where is MJ?

Mary Jane Watson.
I'm not *her*, if *that's* what you think.
That would be *so* creepy.
As opposed to this thing here which isn't creepy at all.

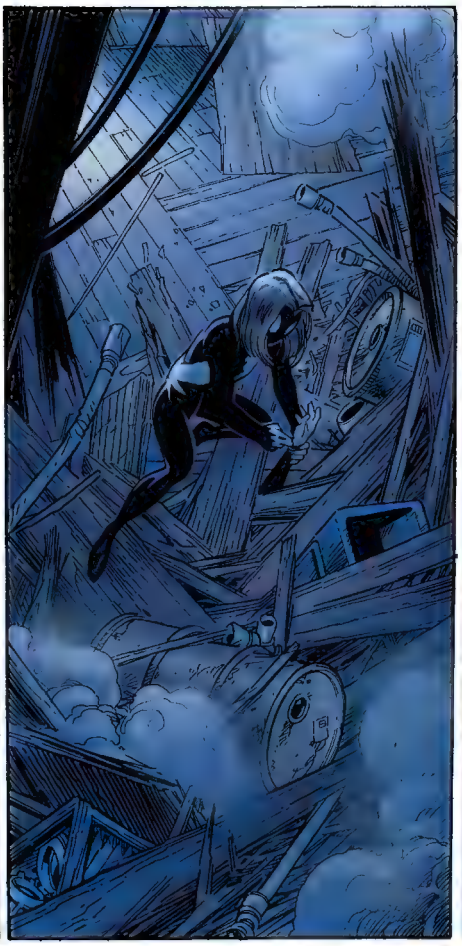
Where is she?!!!
I wouldn't know!
I don't get to be part of that part.
I want to know what is going on here!! What is going on here??!!
Give me MJ! I mean it!!
There is nothing I won't do to protect her.

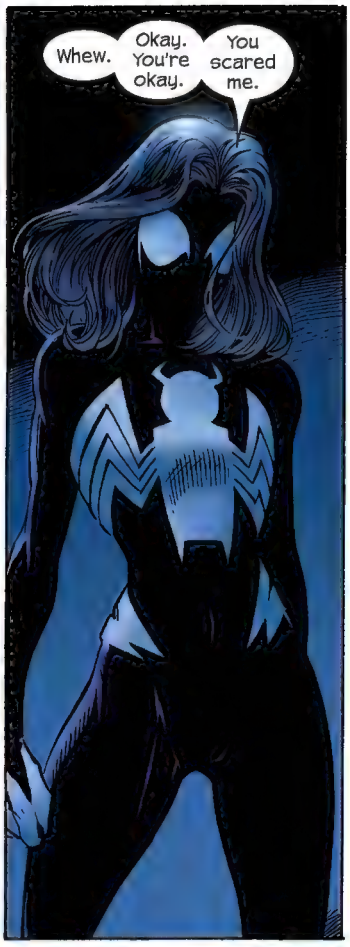

Yeah?
Great job so far.

Hrra!
Hey!
CRASH
Where is she?!!!
You don't get to touch me!
Okay?? You understand me??
Whereaargh!?
SMACK
Just stop it!
CRACK

Hey!! I'm not going to fight you. It's not happening.
Where is she?!
You're completely off your game anyhow.
How would I know where Mary is?
Seriously, come on, man.
You'd think you would just deal with the implications of what is going on right in front of- come on!!
Fine!
Agh!
SPACK
THUMP
CRASH

Oh my God...




Whew.
Okay. You're okay.
You scared me.

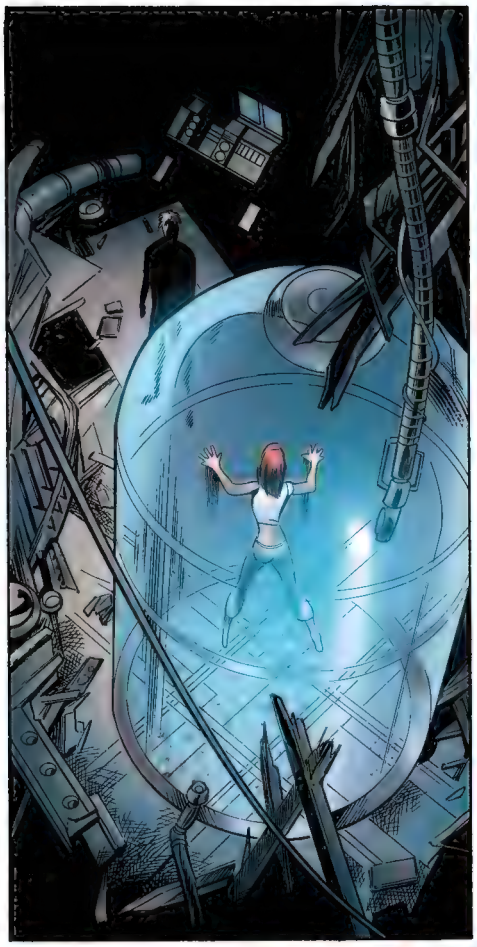
I shouldn't have come here.
This was my fault.
I just had to see this for real.
I'll get them back for you, Peter.
I'll do it for all of us.

We didn't deserve this.

Agh!
Oh, no! Oh, no!
How long was I out??
Where is she??
She was talking like she knew me. I was too wigged-out. I couldn't hear her. I just wanted MJ.
The costume. She sounded so--
No!
MJ??!!
My old house from before the move.
Did MJ sneak into my old house?
MJ?
MJ!!
MJ?
MJ, you shouldn't be here. Why did you--?
You moved?

You moved?
When did you move?
Gwen?

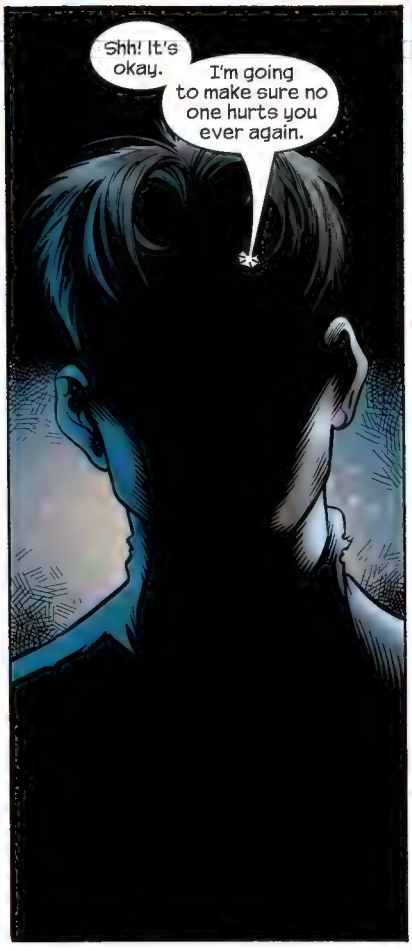
Mmff...
Oh my God!
Hello??
THUMP
THUMP
HELLO!!!
Don't do that, MJ.
Just calm down.
Peter?

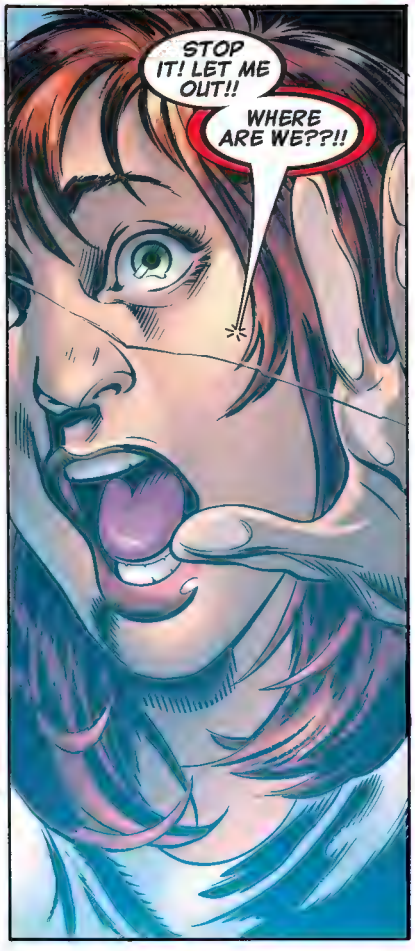


Peter!!??
What are you doing?

I know how to protect you.
I should have thought of this years ago.

Peter, I want out of this!
Why did you do this!!??


Shh! It's okay.
I'm going to make sure no one hurts you ever again.


STOP IT! LET ME OUT!!
WHERE ARE WE??!!

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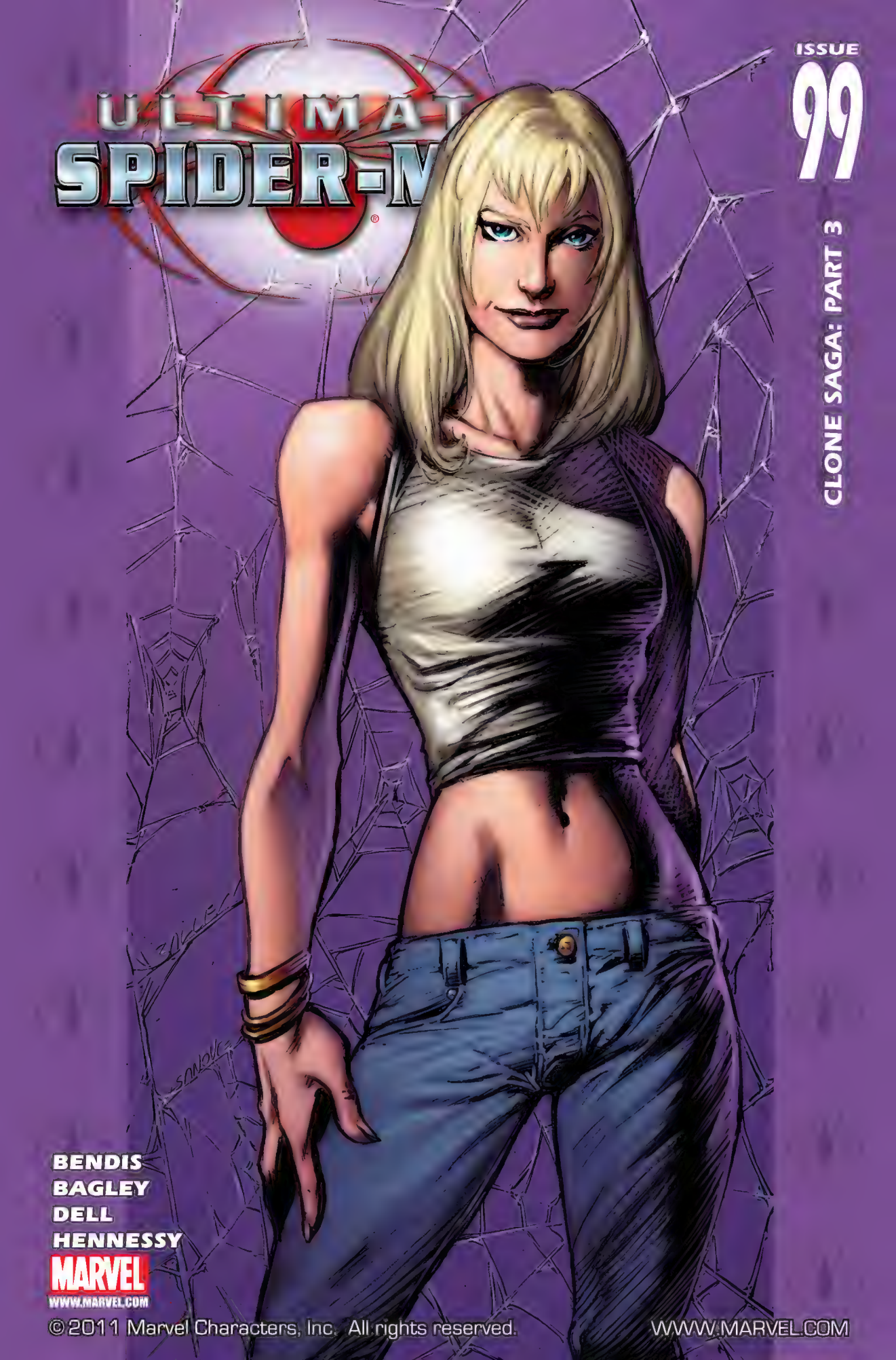
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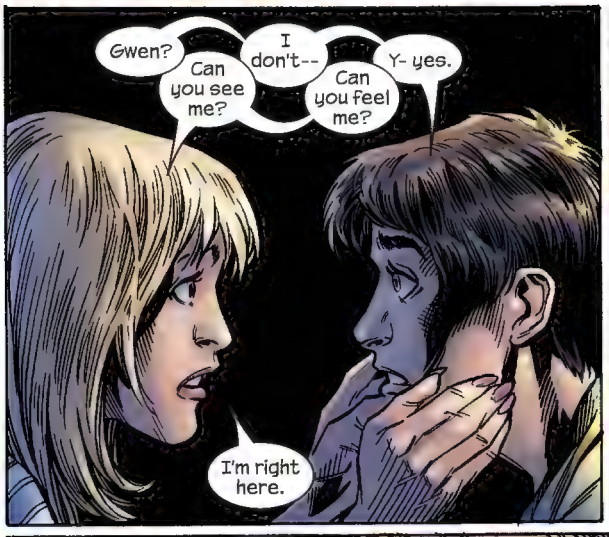
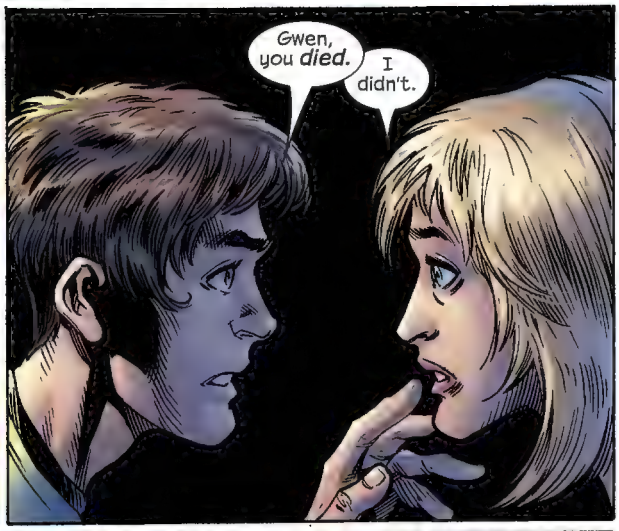
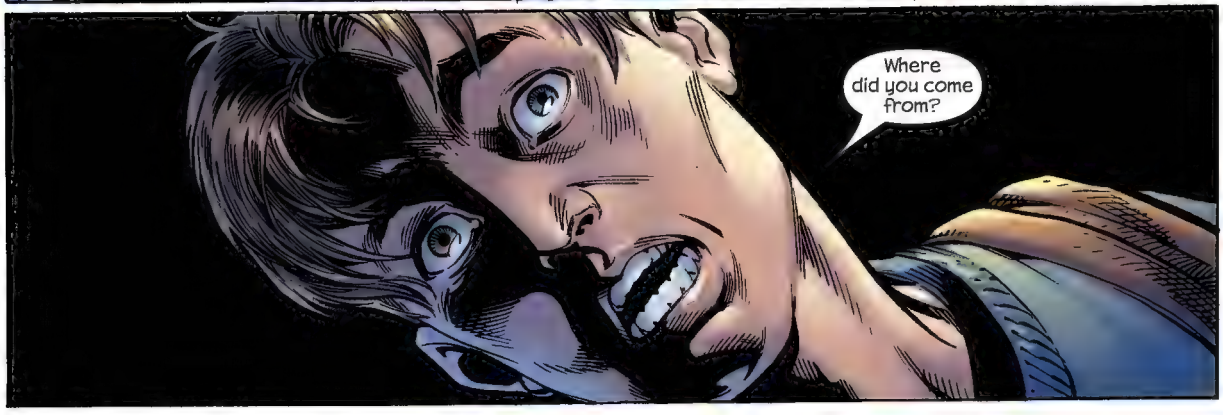
Who--
Who are you??
Dude, what's going on here?
Who are you??!!
Peter!! What's going on???
It's me.
Why did you move??
Gwen...
You're dead.
I'm not.
You died.
You died right in our backyard.
Peter?? What are you--??

I'm losing my mind.
I'm- I'm losing my *mind.*
None of this is *real.* None- none- no.
None of it--
I'm *seeing* things.
I'm- I'm--

Peter- Peter.
Agh!
Peter!

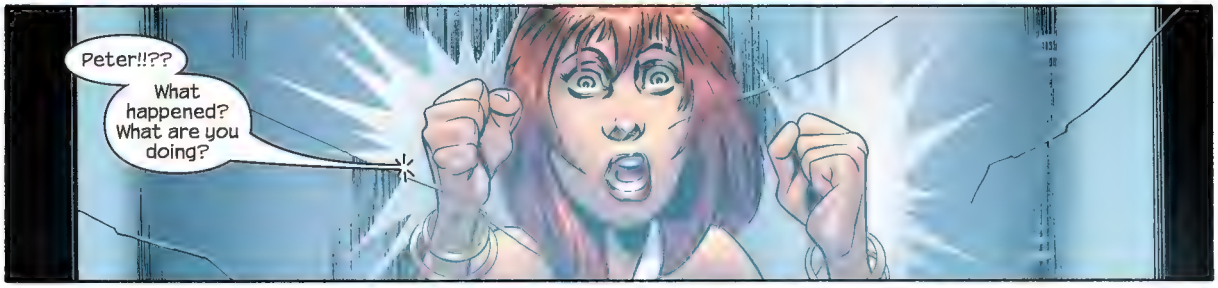

Gwen?
Can you see me?
I don't--
Can you feel me?
Y- yes.
I'm right here.


Gwen, you *died.*
I didn't.

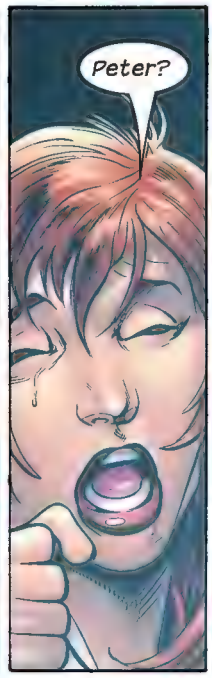

Where did you come from?

This is where it happened.
You remember, right? This is where Spider-Man was born.

Of course you remember!
(Remember...)
What am I talking about, right?


Peter!!??
What happened? What are you doing?

Thing is, MJ, really, I'm smarter than I've been acting.
I'm smarter than I let on.
And I realized, once I started thinking smart, that you can't possibly be expected to survive all the craziness we're going to go through if I'm Spider-Man.
(When I'm Spider-Man.)
Look at all the craziness that's gone on already, and I've only been Spider-Man for our sophomore year.


Peter?

So, instead of breaking up with you or worrying about you every single second of every single day, I thought- hey! What I need to do is make us equals.
Make us peers.
Make sure you can defend yourself.

Make you like me.

I'm going to make *you* just like me.

The Baxter Building, home of the world-famous Fantastic Four.

Mister Parker.

Wake up and speak to us, please.

My name is Sue Storm. This is Reed Richards of the Fantastic Four.

You're in the Baxter Building. In New York City.

You're safe and you're with friends.

We want to *help* you.

We *know* you're awake because we're reading your vital signs.

We know you're awake and we really need to speak to you so we can work out just what is going on here.

Much better. Thank you.

Do you answer to Peter Parker? Is that your name?

It really helps us all if you *speak*.

We just want to piece together *what* exactly is going--

Am I back in the zoo?

Zoo?

What zoo?

You're in the Baxter Building. You're in New York.

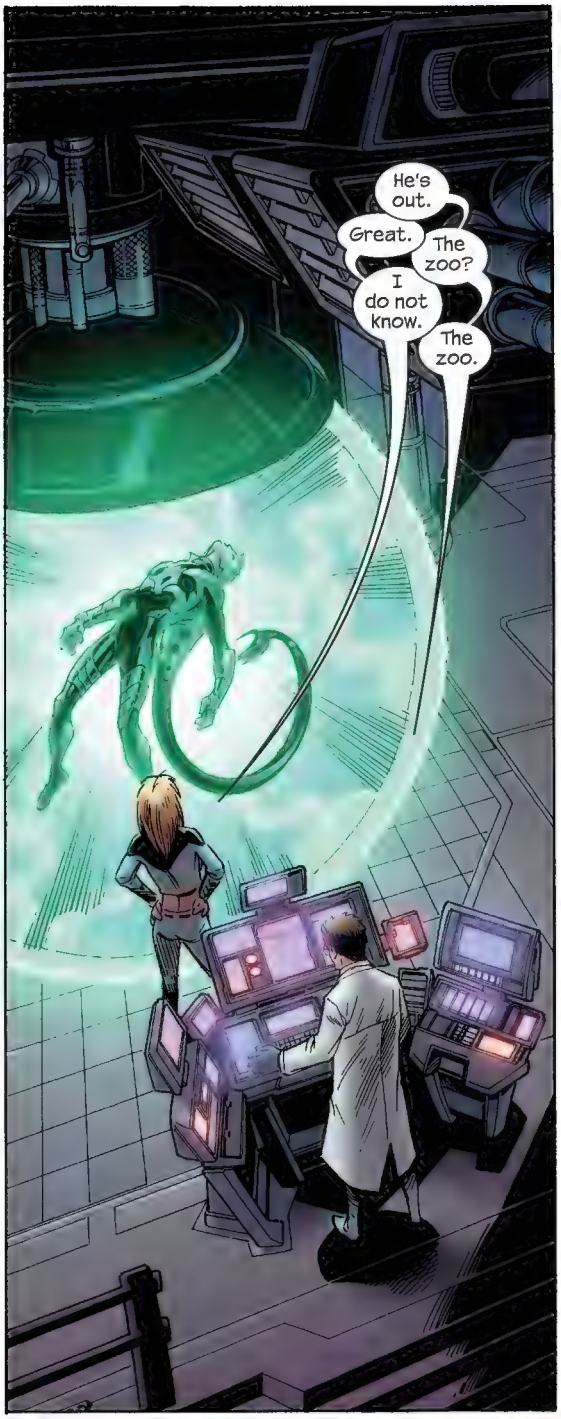
How- how did I get here?

You were trashing a mall in Queens.

Spider-Man brought you here.

SHUT YOUR MOUTH!

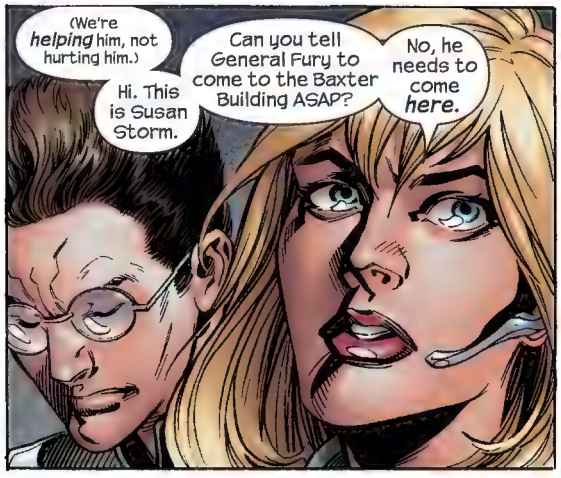
NNIYAARRGH!!!
Whoah!
Calm down!!
I have you in a force field. You can't hurt anyone but yourself in there.
YEEAARRGGH!!!
Calm down!!
Nnn--
You--
Okay.
That's better.
The otheresss.
The zzzoo is where the...


He's out.
Great.
The zoo?
I do not know.
The zoo.

Someone made a clone of Peter Parker.
And its brain is completely misfiring.
And they did some biograft experiments to it--
To see what would happen.
Hence, the tail.
And the suit.

That suit is despicable.
You really think if we take the suit off it'll do him that much damage?
It's feeding the biograft. It's keeping it working. If we remove it, his spine will just--
That's so sick.
That's what I'm saying.

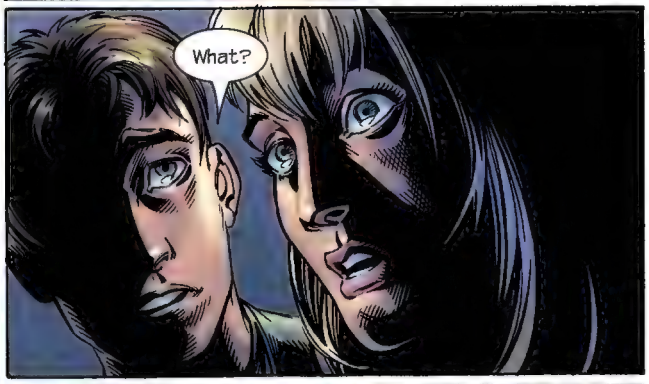
I think we have to go to--
Nick Fury with this.
Yes.
It's too big not to.
Hate to do this to the real Peter Parker.
He clearly has a bigger problem with Fury than even we do.


(We're helping him, not hurting him.)
Hi. This is Susan Storm.
Can you tell General Fury to come to the Baxter Building ASAP?
No, he needs to come here.

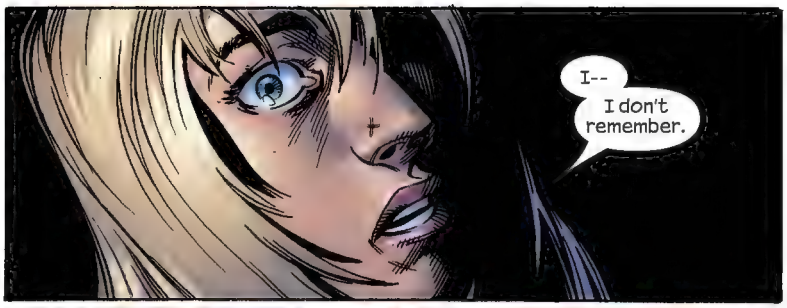
He needs to see this for himself.

Man...
It's so hard to think- I was in a hospital. I woke up in a hospital.
Where?
I don't know.
Just a hospital.

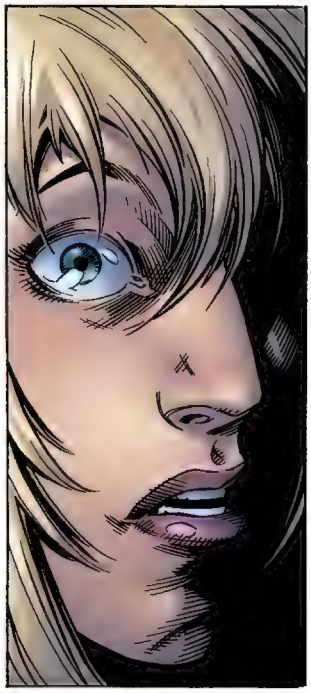
"And I remember calling out.
"I remember asking for help.
"There was no TV in the room, which I--"


What?

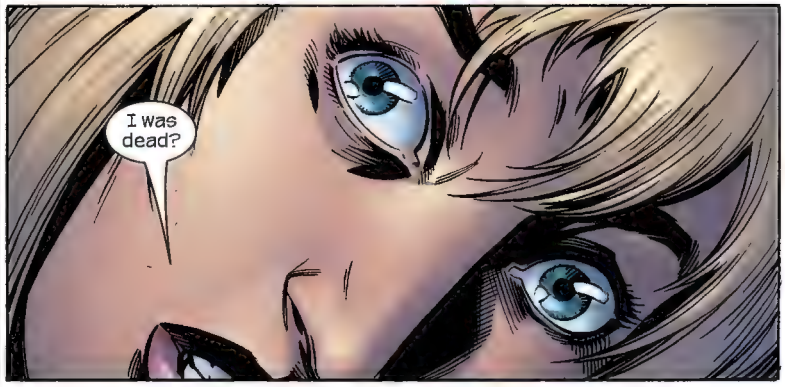
I don't--
How did you get out? How did you get *here*?


I--
I don't remember.

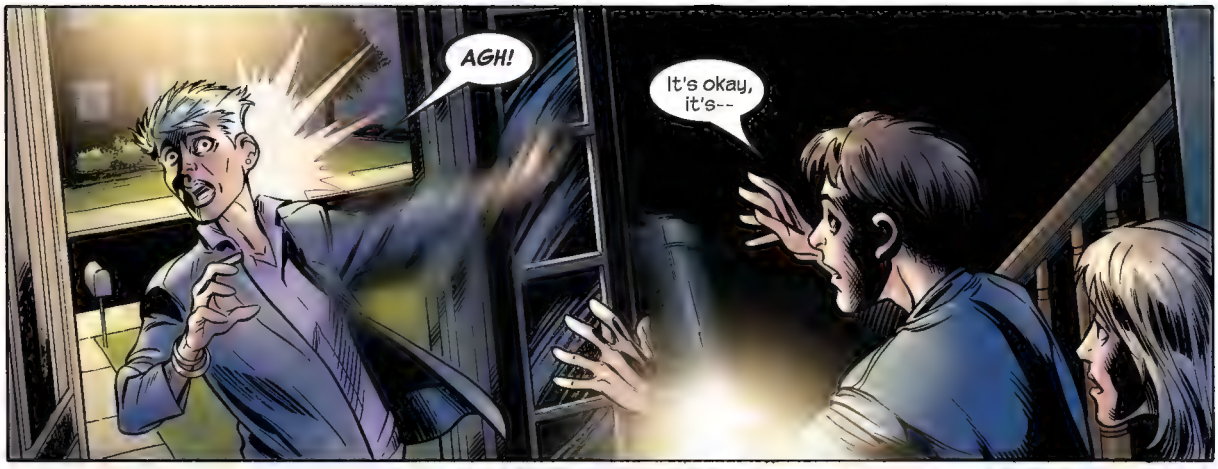
How did you get *here*, though?
How did you get from there to here??



I don't remember.
Come on.
I *really* don't.
You don't remember how you *got* here?


I was dead?

I swear to God. You were dead.
They took you away.
I don't know how I'm supposed to react to that.
Can I see your bracelet? What does it say?
It's just numbers.
What is going on?
I don't know.
I'm- I'm really scared.
Peter??
Peter, can you hear me?
Peter, are you--??
Aunt May?


AGH!
It's okay, it's--

MAIL

Oh man...
I was dead.
Yeah.
Oh man!
This is it, I guess.
What is what?

Nnn...
nuh...

Guh...
guh...

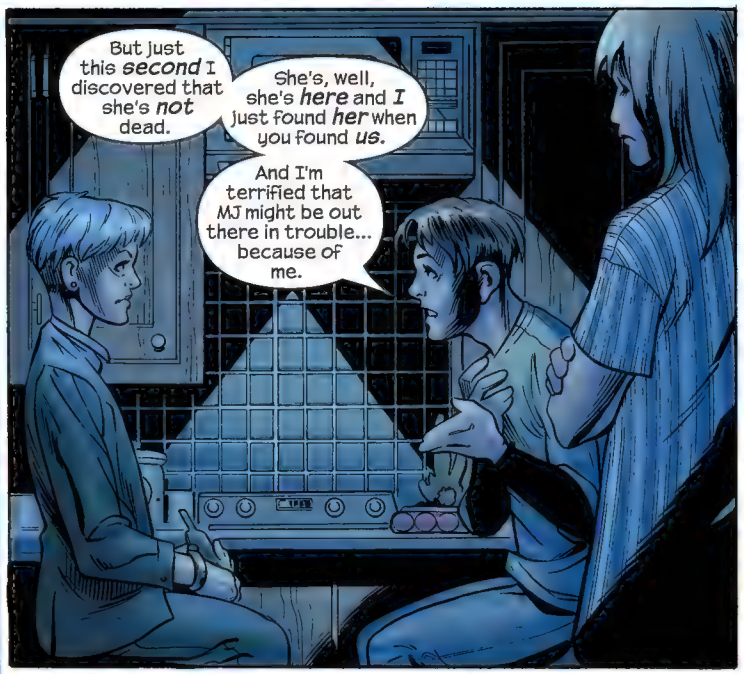
Aunt May, please.
Put the phone down.

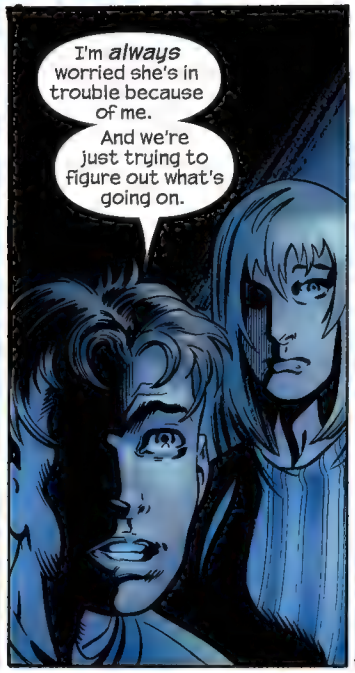
Put the phone down.
Don't!
Just- just sit down.
I--
Sit down.

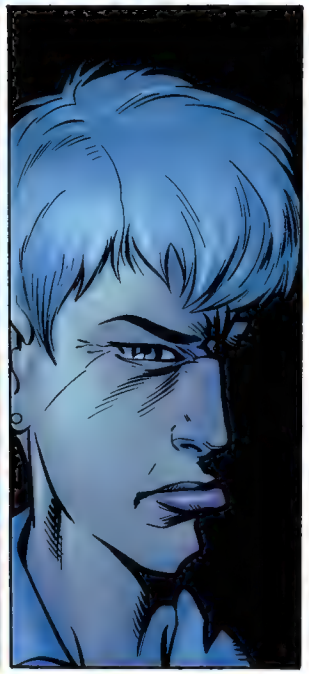
Sit down.

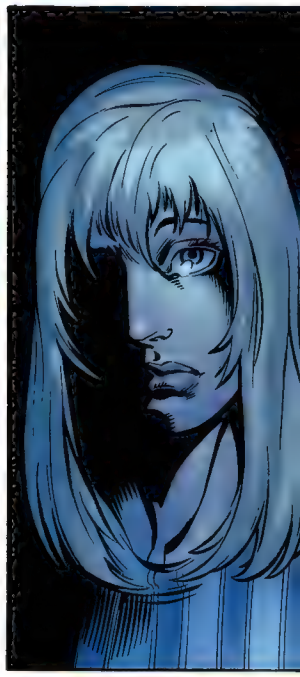
How is this happening?
There's no easy way to say this, so I'm just going to say it...
And we'll deal with it however you want.

I'm Spider-Man.
I've always been Spider-Man.
I put on a costume and I try to- to help people.
It's me.
And- and Gwen was killed, or so I thought, by a- a monster who was looking for me.


But just this second I discovered that she's not dead.
She's, well, she's here and I just found her when you found us.
And I'm terrified that MJ might be out there in trouble... because of me.


I'm always worried she's in trouble because of me.
And we're just trying to figure out what's going on.





Say the first part again.

Spider-Man--
The guy in the costume--
It's me.

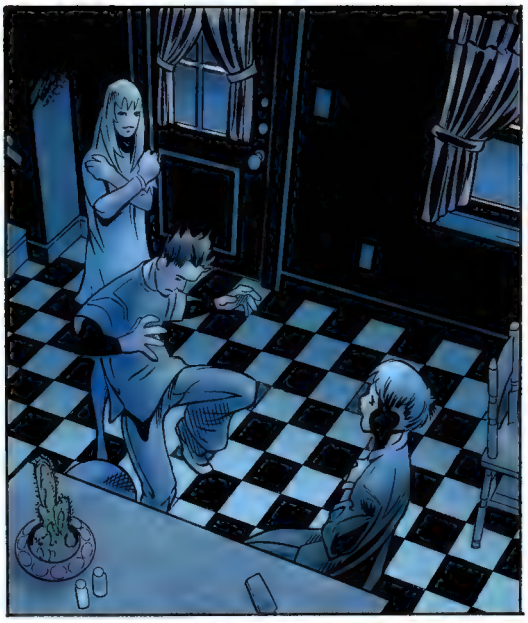
Prove it.

I'd rather--

Prove it!!

So, yeah...
Stop it.

Yes, ma'am.

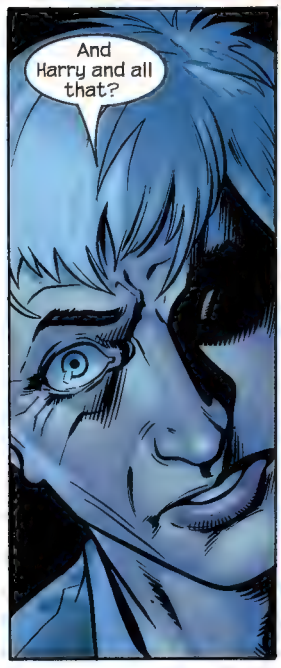


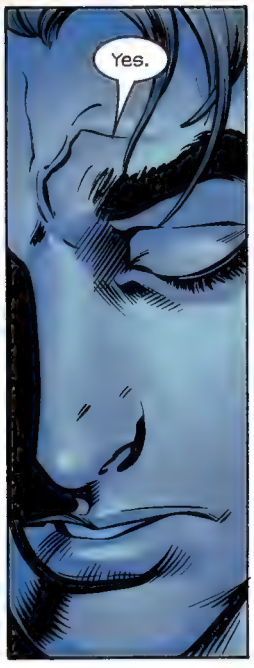
The whole time?

I got bit by that spider that time.
That did it.

And Norman Osborn- all that trouble with him.
That's why he was so weird with you?

Yes.


And Harry and all that?


Yes.

And *this?*
This- this is really Gwen Stacy?
Even though I saw her dead body with my own eyes? Here she is?

I don't know *what* this is.
I mean, I don't- I don't--
I mean, clearly there's some scientific explanation.
I just don't know what it *is*, and I have to maybe go to some people that I--
Stop.
Okay.
Get out.

Take this whatever this is and get out of my house.

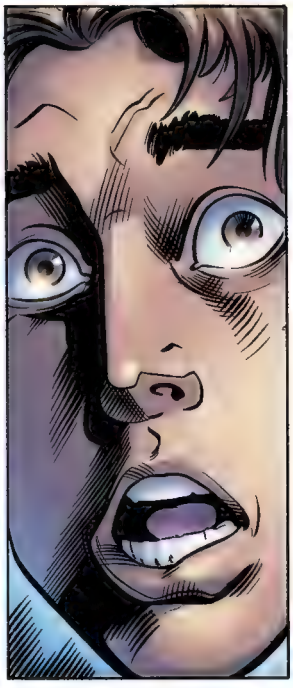
But--

YOU'RE NOT MY SON!!
I gave up my entire adult life to take care of you even though you're not my son--
And you've done nothing but lie to me!!!

Take your ghosts and your lies and get out!!!

GET OUT!!!
May, hey...

When did you get so feisty?

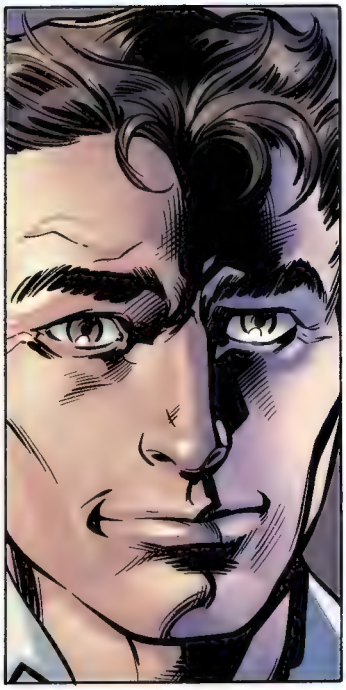


Take it easy on the kid.
He's only a kid.
And he's just trying to make the best of an impossible situation.

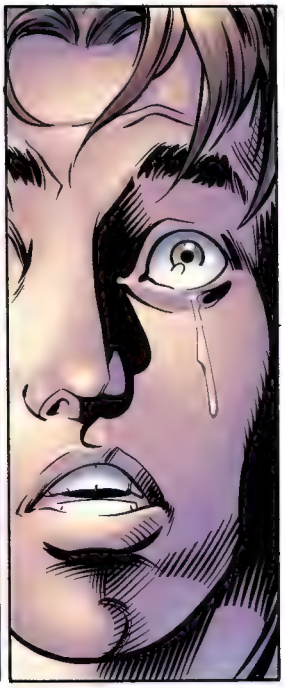
Richard.
(Wonderful timing for once.)
Take your son and get out of my house.
Richard?
Richard, my dad?
Daddy?

Hiya, kid.

You're alive?



Aunt May??



What is this?
Is that Peter Parker?
No.
But Peter's the one who brought him here.
What?
Best conjecture, General, is someone *cloned* him and then they tampered with the cloning in an attempt to *enhance* him.
Is someone doing Super Soldier experiments with cloning?
This is One-Eyed Eagle.
Clearance code: Ed O'Neil.
Get the Spider Slayers ready. I'll meet them in Queens.
Yes, the full battalion.
And we're going to need a cleaner crew.
It's going to get very messy.
To be continued in Ultimate Spider-Man #100!

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Hiya, kid.

You're *alive?*
You're my father and you're alive?
How can you be alive?

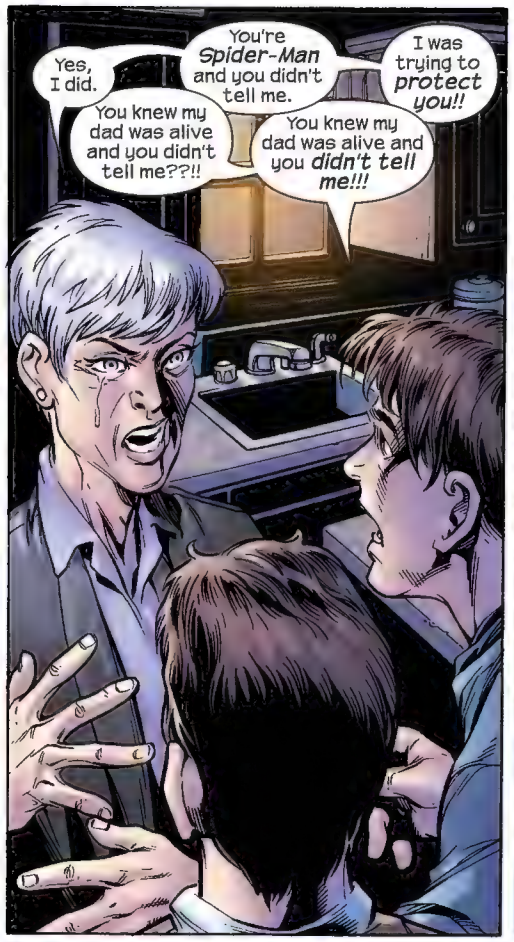
Pete, I need you to sit down and relax.
I know this is a lot to deal with right out of the blue, but--

Aunt May??
Come here, Peter.

Come here.

Come here...

No...
Now get out!!
All of you!! I've had enough Parker drama for the rest of my life!
My sister married you, not me!
Peter, I don't want you in this house!!
May, we're having a moment. A real family--
No! No, stop this! Stop. Everyone!
I- I want answers!!
I want to know what this is.
Aunt May, did you know my dad was alive?


Yes, I did.
You're Spider-Man and you didn't tell me.
I was trying to protect you!!
You knew my dad was alive and you didn't tell me???!!
You knew my dad was alive and you didn't tell me!!!

From what?

From this!!
From this exact thing! From him! Doing this to you!!

Gwen, how are you feeling?
I, uh, I don't know.
Are you nervous? Do you feel anxious?

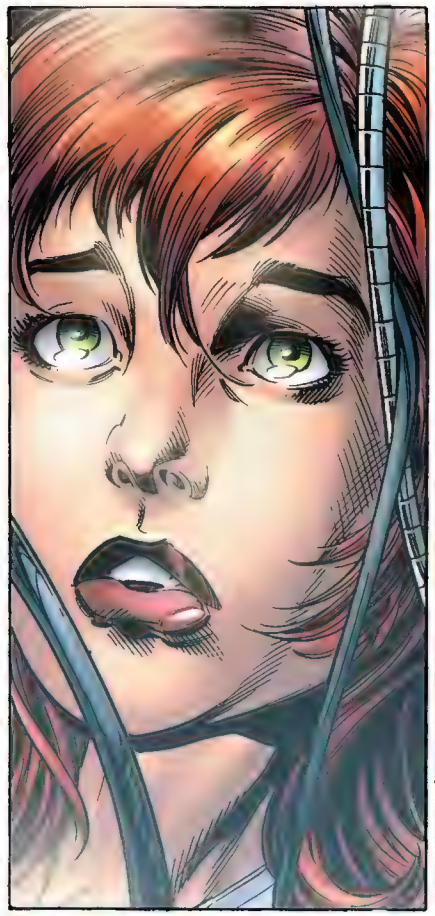
Yes.
It's okay. No one here is going to hurt you.

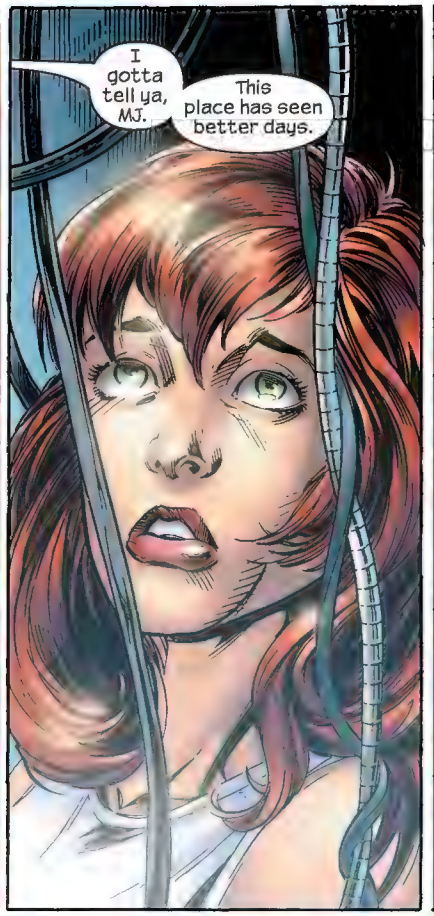
What are you doing?
Just checking your pulse. Everything is okay.
Are you hungry?
Uh, yeah.

May, can we feed this young girl?
I want you all to leave!!
May, let's deal with this like family.
This girl needs to eat, Peter needs some answers, we all need a moment here.

Look, pizza.
Cold pizza is perfect for this.
Cola
DOMINGOS PIZZA

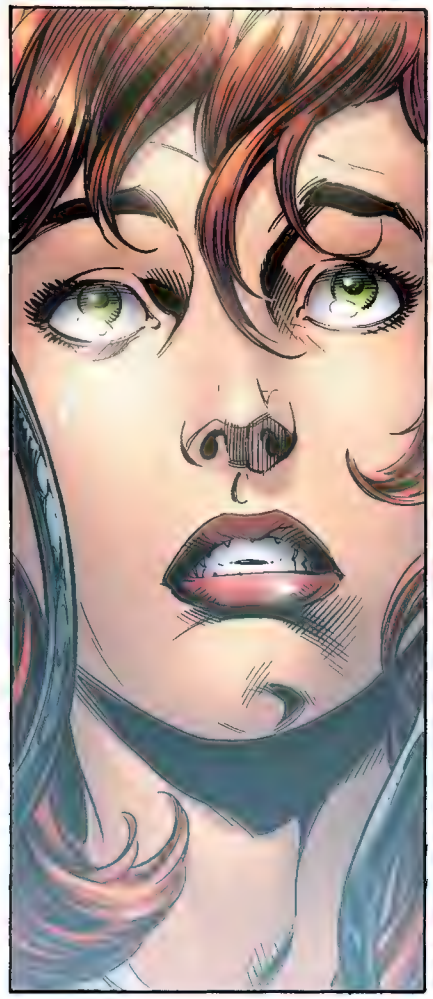
Pizza.




I gotta tell ya, MJ.
This place has seen better days.

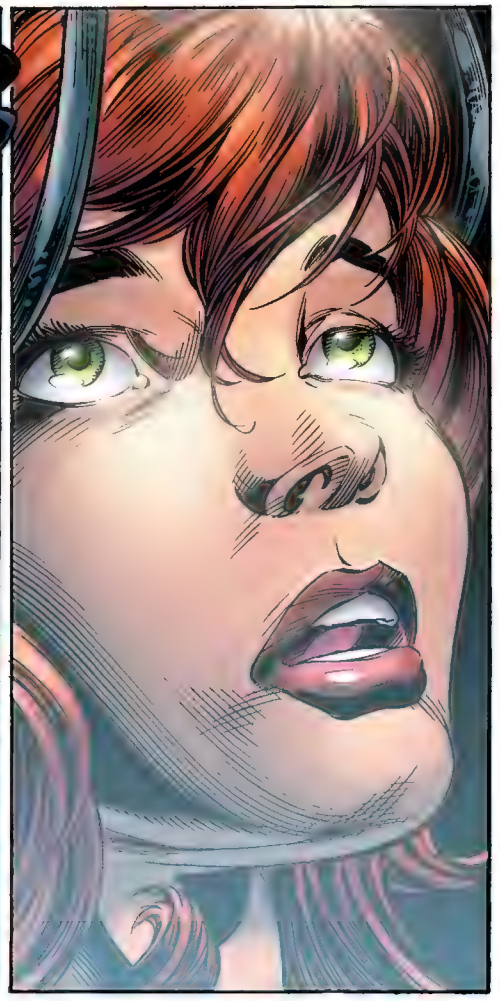
This is not how you keep a state-of-the-art bioengineering laboratory.
No wonder Norman Osborn sunk his own battleship.
This is *not* how to run a business.

Okay, so I had to improvise a little bit because this place looks like what it looks like...
But I *think* I got it.
We'll try it once and then we'll do some tests and see what we see.



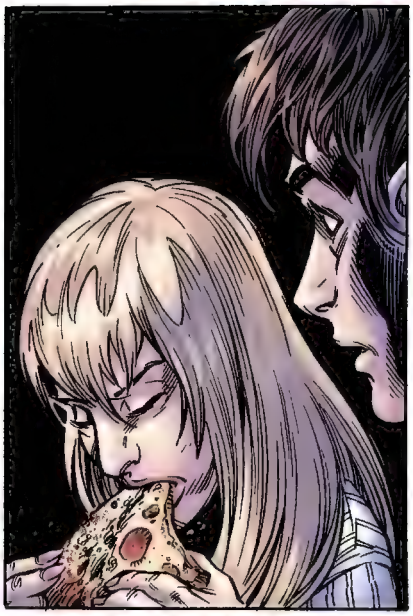
It's going to be good, MJ.
You're about to transform. Into something that I won't have to worry about protecting.
You'll be able to protect yourself.
We're going to be together again.

SPACK
And isn't that--?



Get away from her.

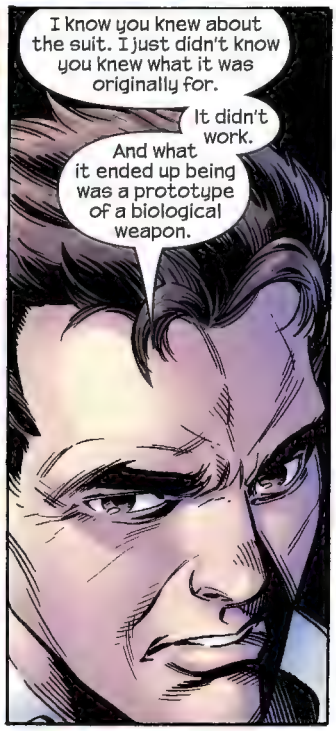
Mmff!



May, may I?
Is my mom alive too??

Just-just listen.
When you were a toddler, I had invented something that I thought--

Would cure cancer.
Oh, you *know* that?
I read your papers. I know about the suit.


I know you knew about the suit. I just didn't know you knew what it was originally for.
It didn't work.
And what it ended up being was a prototype of a biological weapon.

"This was complete failure to me.

"I wasn't looking to make weapons or freak biological accidents.

"I was trying to ***help*** people.

"But like the guy who accidentally discovered penicillin...sometimes you get what you get.

"And the people we were working for technically owned it.

"And ***they*** liked what they had."

The man who "owned" it was named Bolivar Trask. He's dead now.

But back then he ***had*** us.

We begged him to stop doing biological weapon experiments with what we found- and his lawyers shut us down.

They took it away from us.

You can't countersue a billion-dollar corporation unless you have a billion dollars and I didn't have a billion dollars.

And I ran out of money.

And I was sitting in my basement, not allowed to work on my life's work.

But irony of all ironies is that Trask still ***needed*** us- we were the experts.

He was willing to make a new deal.

We got an offer from Trask Industries to continue our work.

A second chance.

They'd still want to figure out the biological weapon angle but at least we'd get to control it and actually own a little piece of it.

And, uh, I said yes.

"Eddie Brock was my partner in all this.
"So the Brocks and the Parkers were going to be rich and famous.
"We were all invited to Chicago for a contract signing and a big celebration but--"
GATE 12
Richard, get on the plane.
It's wrong.
I can't. It- it's not what I want my life to be like.
What do you--?
This isn't what I wanted from my life's work.
What did you want your life to be like, Richard?
They are going to create this with or without you.
So you can either get what you have coming to you and control the situation from within and get a little piece of it...
Or you can sit it out and wonder what happened.
"Control it from within"? Mary, that's just--
It's grown-up talk, Richard.
You have a son! You don't think he knows what's going on?
This is a second chance!
No.
Get on the plane!
No.

Richard--
What's going on?
He doesn't want to *sign* now, Ed.
We're- are you *serious*?

It's not what we wanted.

Yeah, I know.
We're- I thought we agreed we're kinda past that now. We're broke.
I'm out.
You're *out*??

I'm an officer of our corporation, *I* can sign it, too.

I don't *want* this.

GATE 12
Grow up!
(I'm so sick of this.)
Just- come *on*, let's just go, we'll--

No.

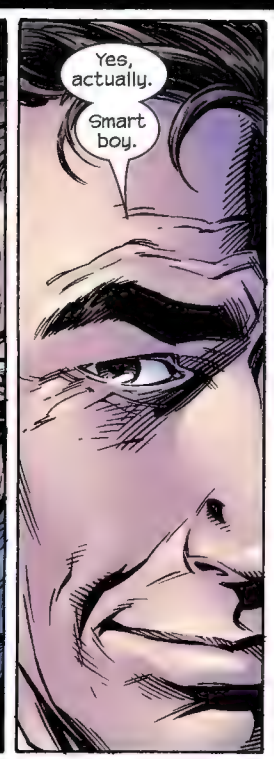
I'll call you when we land--

"I'd love to tell you the last words your mother said to me were *'I love you.'*
"But they weren't.

"I'm pretty sure we would have gotten divorced had the plane not crashed.
"I loved your mom.
"I *still* love your mom. But it wasn't going well."

And she wasn't wrong, by the way.
In theory.

Dad, how is Gwen alive?
We saw her dead, now she's alive.
Is she alive because of *you*?
Is *that* why you're here?


Yes, actually.
Smart boy.

SMACK
Peter, settle down!
THACK
You don't--
Agfh!
CRASH
SPOK
I knew you would try something like this!
SPOK
You're not touching her!
It's not going to happen!
SMACK

This is my life!
My life!!
Shush!
SPACK

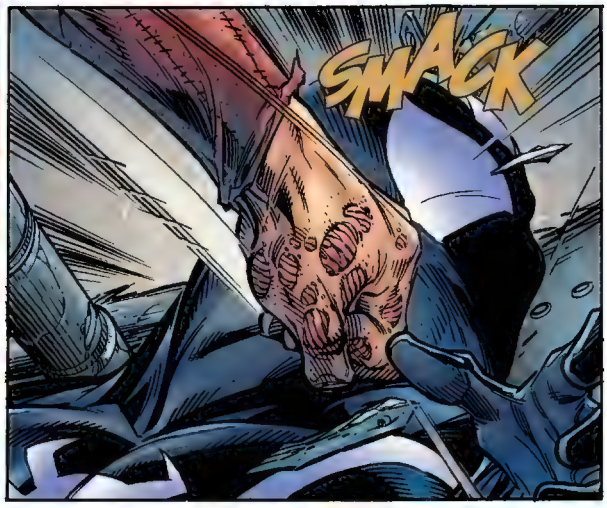
THACK
I know you're confused! I totally get it! I do.

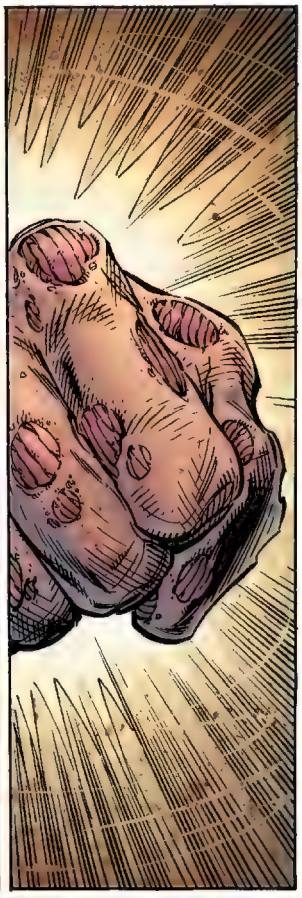
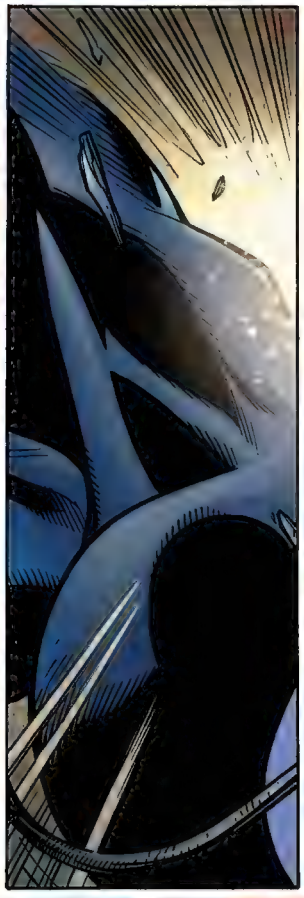
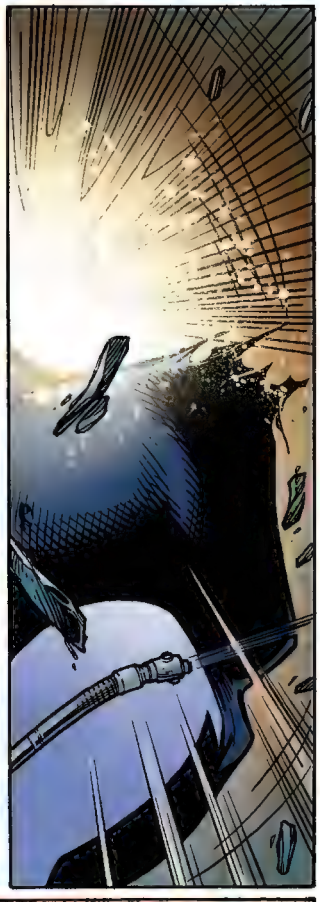
But this isn't happening.
This isn't why we were created.

Shut uhuaargh!!

Oof!
Hurraggh!

AARRGGH!
SRAASSH

Don't--
You!
FUMP

SMACK

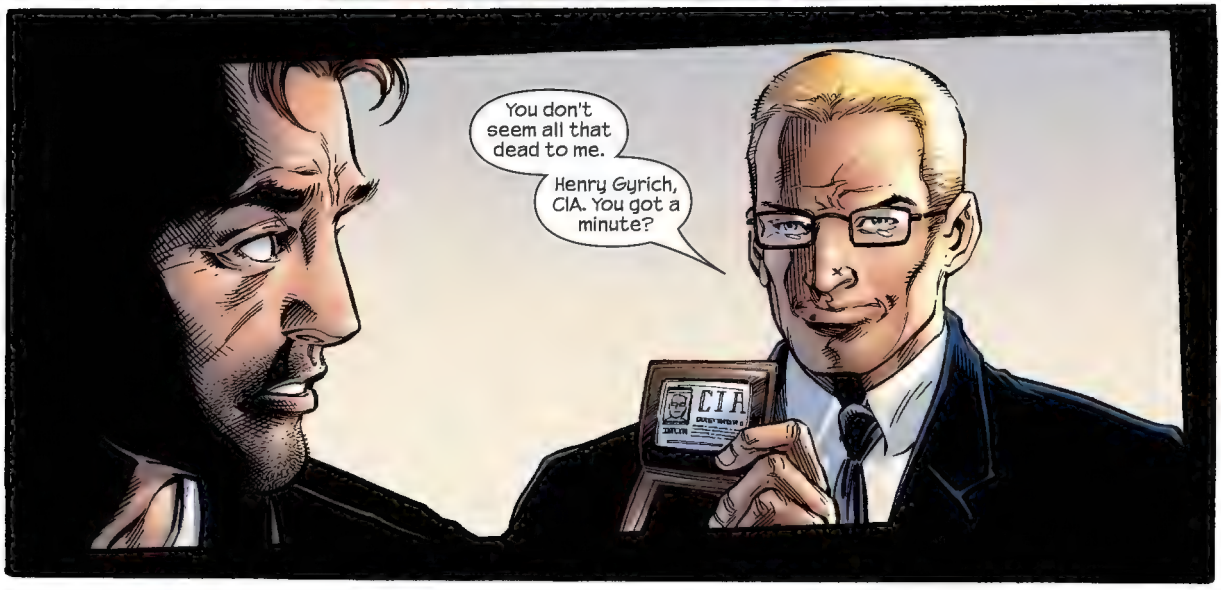
It's okay, sweetie.
It's okay.

So, this part you're probably not going to like.

I was dead.
Metaphorically, sure.
But I *was* in actuality. In every legal sense.
The plane log had me on board. I was a ghost.

"I didn't know how to tell my family I was okay, because I wasn't okay. My life was completely over.
"I couldn't feel anything.
"I certainly wasn't in a position to raise this bright little toddler who looked the spitting image of his mom.

"Thank *God* for May and Ben. Thank God they *loved* you so much.
"I thought- the plan, if I ever had one, was that I was going to come back to get you, Peter.
"I just needed to find myself.
"But other things got in the way. Life caught up with me."
Mister Parker.


You don't seem all that dead to me.
Henry Gyrich, CIA. You got a minute?
CIA

At first I thought I was in a lot of trouble--
But I didn't do anything. I mean, I didn't--
Just- just tell me *why you're here?*
What does this have to do with Gwen!

I'm sorry.
It's been *ten years,* kid. There's a *lot* of backstory.
I'm telling you. The CIA made me an offer.

We have an offer, it's unique.
Do you know who Nick Fury is?
No.
You will soon.

He's a general who has weaseled his way up the world government ladder and he's working on a super-soldier serum...
And he wants to put together a team of super-soldiers--Captain Americas--and he wants to police the world.

Really?

And we don't like or trust him.

Why?

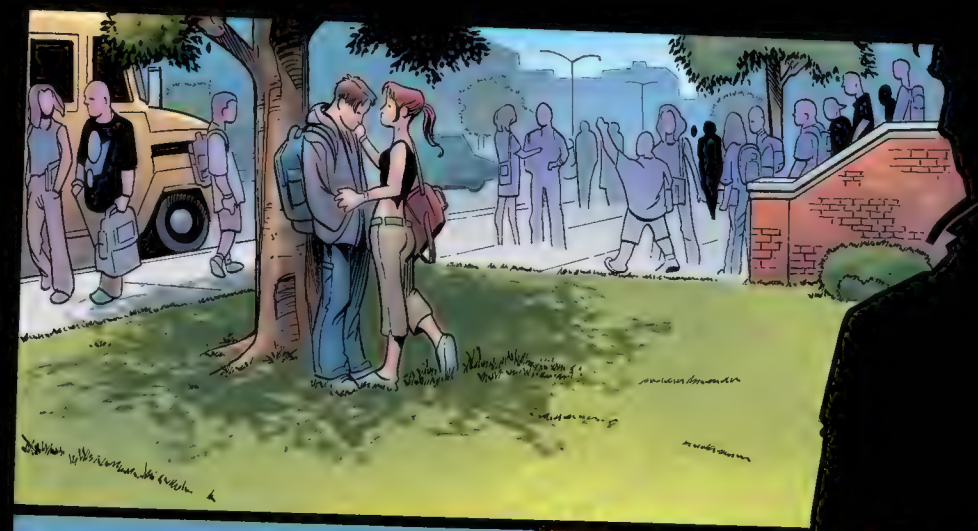
Because he wants to put together a team of Captain Americas and police the world.
Who *wants* to do that?
Maybe he's a really good guy?
Uh-huh.
The offer is: we want you to continue your work.
Underground.
My work?
Your genetics work.
I'm told, I won't even pretend to know, it is/was ten years ahead of everyone else's.
Yeah, but-
How would you like to stay invisible to the world, with fully-funded projects to work on?
And never have to worry about who you're working for ever again because you'll be working for the good guys.
I don't make weapons.
Richard, *everything* is a weapon. This *spoon* is a weapon.
So let's put that lofty aspiration aside.
That kind of thinking is what got your wife killed in the first place.
The plane crashed.
And *who* was supposed to be *on* that plane?
What are you *saying?*
It was a *whole plane.*
What does the size of the plane or how many people were on it have to do with anything?
You were a problem to a sociopath billionaire who now thinks he's eliminated the problem.
You're *lying!*
I'm not.
Prove it.
We can't. That's how these types of things are done when done well. So it can't be proven.
You're lying.
Your work has been stolen.
It's out there now.
We need to one-up it. Stay on top of it. Trask won't know what hit him.
And at the same time, you'd be building something that will eventually act as an invisible insurance card against Nick Fury if and when he gets out of control.
Which is my job, by the way.
I promise you, the goal here is to leave the world better than we found it.
Safe and healthy.
We *want* you to cure cancer, we *want* you to cure AIDS. We want you to cure everything!
But that said: there's a genetic war going on that we cannot lose.
The best way to change the system is to work within the system.
How!!?
Is!?
Gwen??!!
ALIVE?!!
I'm getting there.

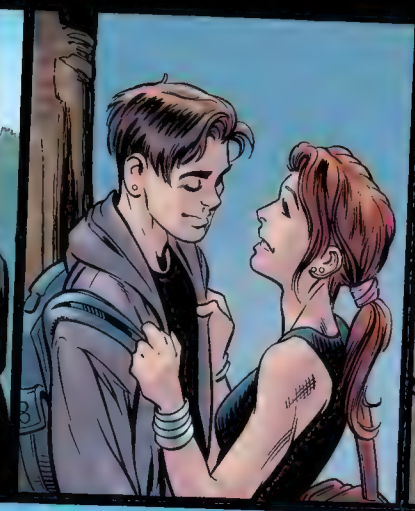
AAGH!
What is this?
Amateur home video of a ruckus last night in Queens.
Fury's men cleaned it up, but we scored this video.
Sit down, Eddie!
That's- that's the suit!
Keep watching.
BAM
BAM
BAM
BAM

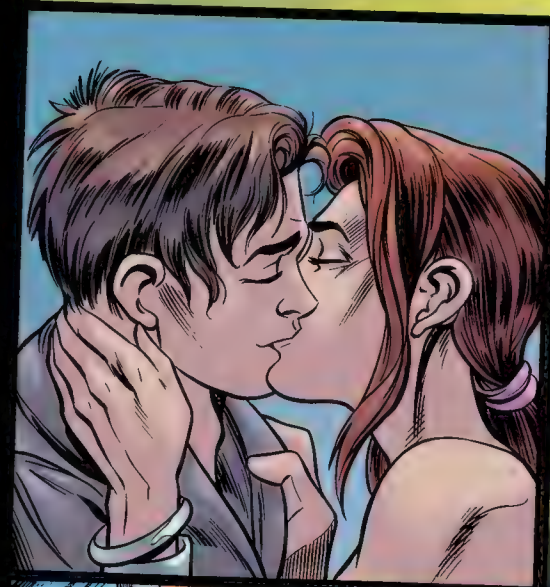
Oh my God...
Keep watching.
BAM
BAM
BAM
That boy... Mutant?
Nope.
That's Spider-Man.
The guy- the guy in the costume?
Usually, but not last night.
He looked ten years old.
Fifteen.
Who is he?
He's your kid and Fury's already gotten to him.
Put your toys away for now. We have a lot to do.

CAPITAL INC.
'Night, May.
Good night, Doris.
May...
May.
No!!!!
May, I'm alive. It's me. Look, it's me.
NO!!
It is me!

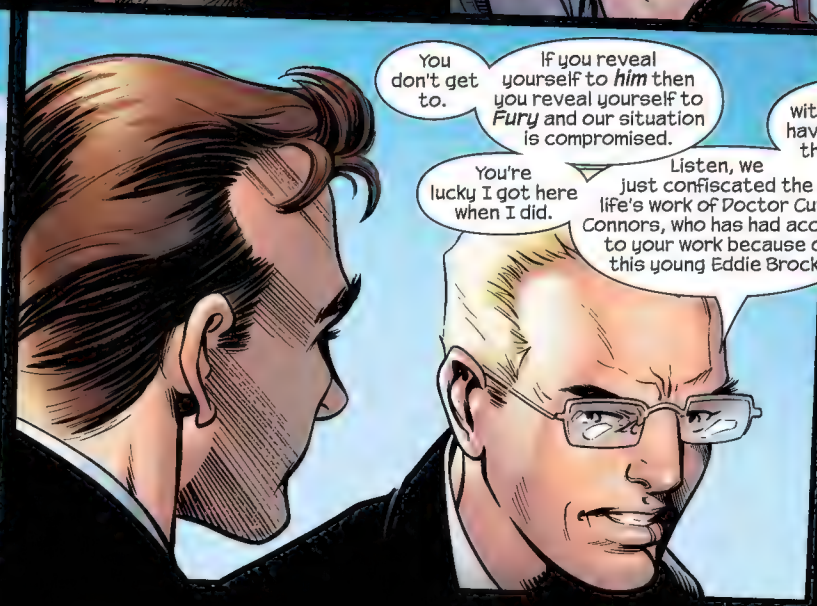
You monster!!
I wasn't on the plane.
Go to hell!
I was supposed to be.
All this time??
You stay away from him.
You're an evil, selfish monster and you don't deserve to even know him.
I- I didn't kill Mary.
I didn't mean for any of this to happen.
What do you want from us, Richard? A family? Hugs?
You stay away from me and you stay away from him. I mean it, Richard!!
He has a chance to be happy.
The first Parker in history to grow up and have a normal life and be happy.
And I swear to God if you come at him like this, I will--
Normal life?
May, he's special.
No thanks to you.
Do you even know how special he is?
Where've you been, Richard?
I- I really can't say.
Stay away from him!!

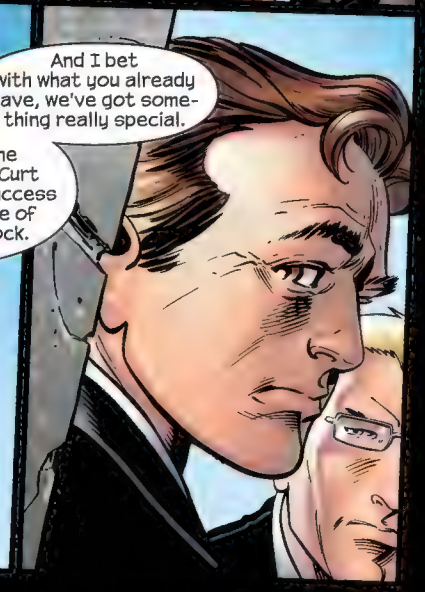




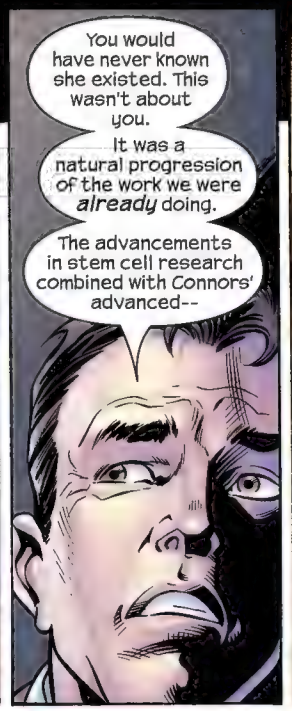


Get in the van, Richard.
I had to see him.
You don't get to do that. You don't get to run away from us. You know that.
Please--


You don't get to.
If you reveal yourself to *him* then you reveal yourself to *Fury* and our situation is compromised.
You're lucky I got here when I did.
Listen, we just confiscated the life's work of Doctor Curt Connors, who has had access to your work because of this young Eddie Brock.

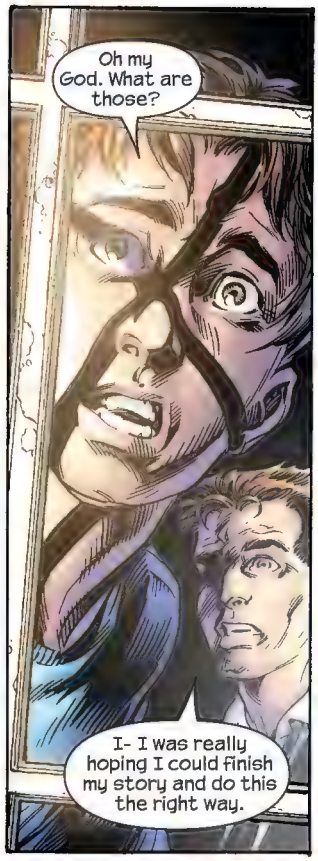

And I bet with what you already have, we've got something really special.

How is Gwen alive?
How was I dead?
I hate this.
You were never supposed to see her. Please remember that.

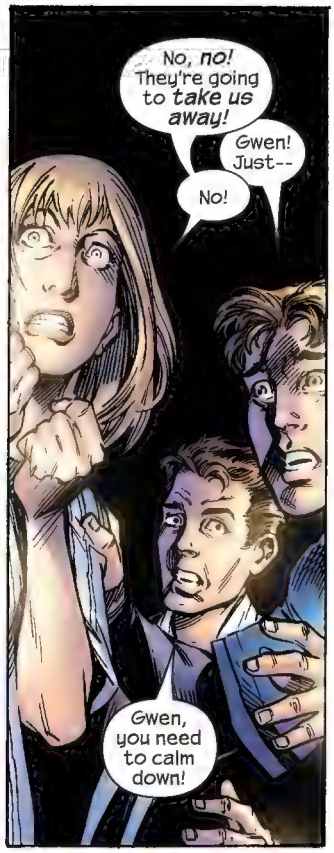

You would have never known she existed. This wasn't about you.
It was a natural progression of the work we were *already* doing.
The advancements in stem cell research combined with Connors' advanced--

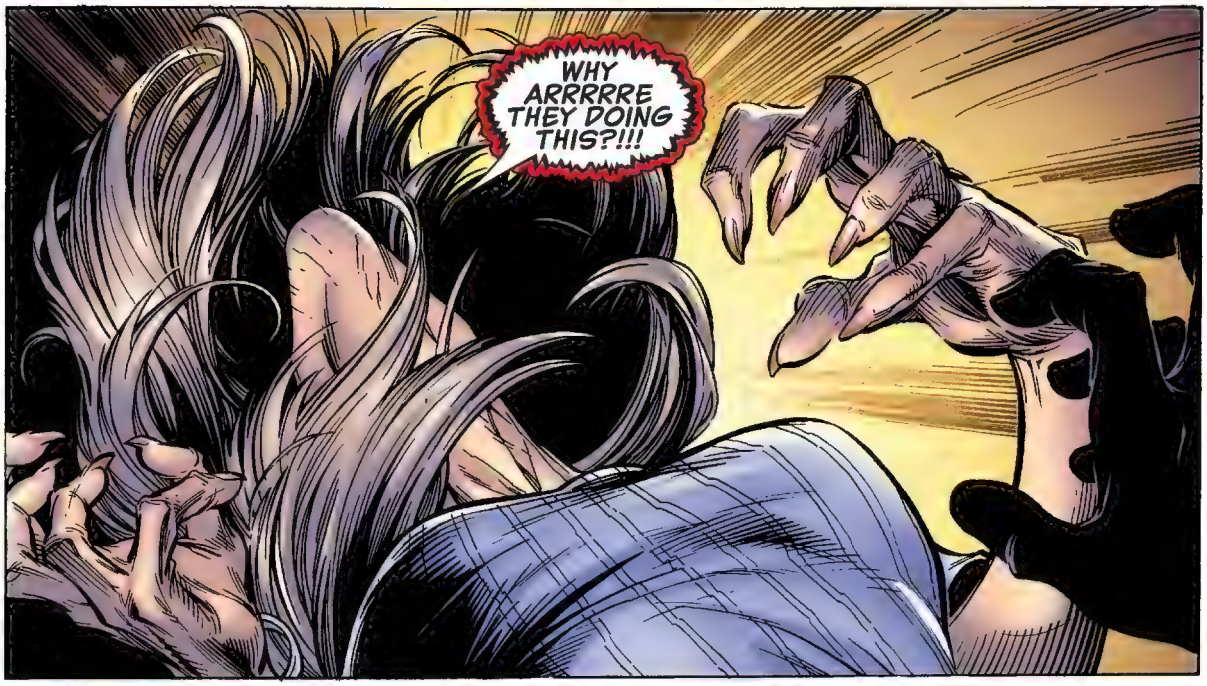
Oh my God...
What kind of work were you *doing*?
YOU ARE SURROUNDED!!

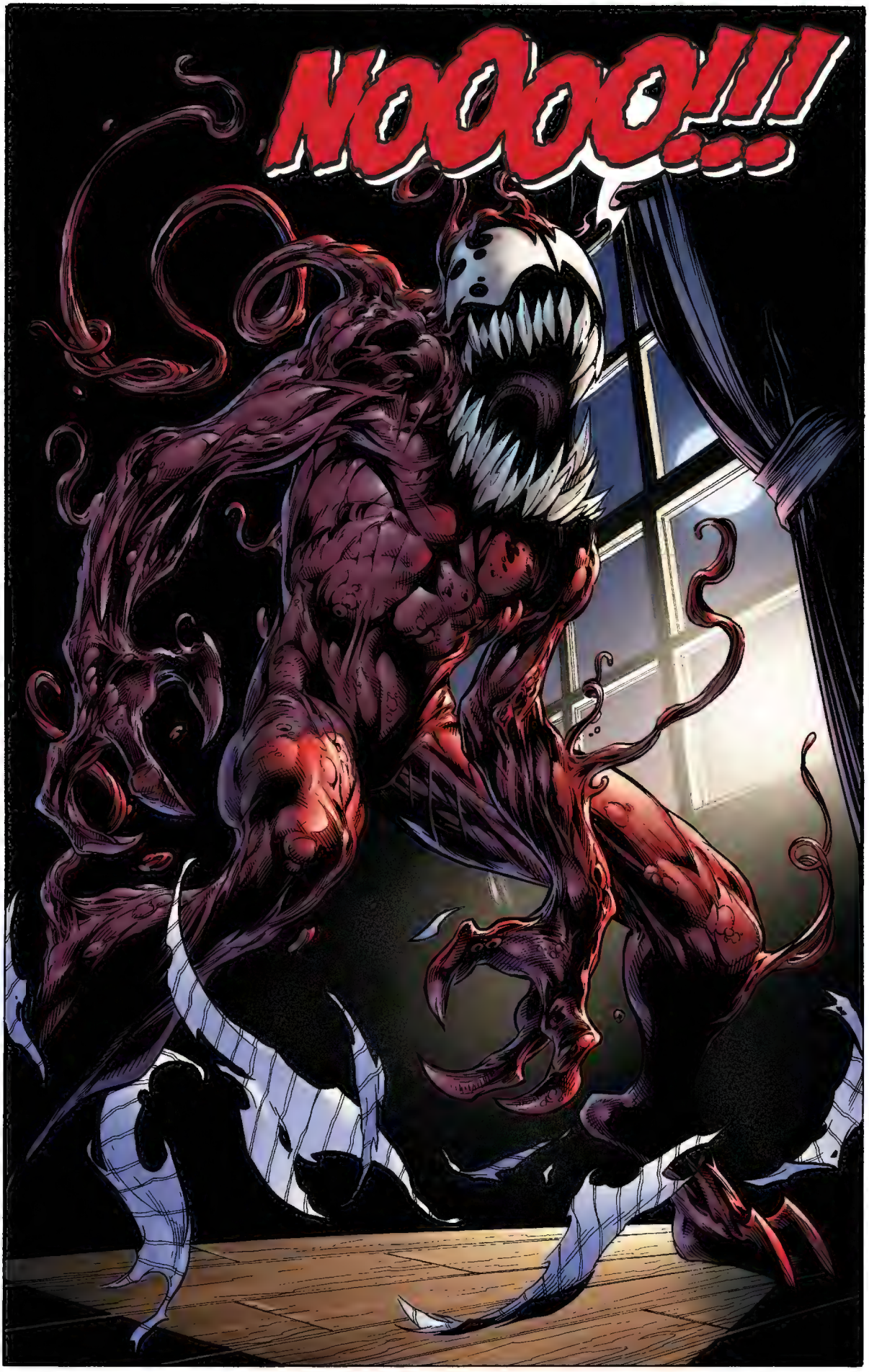
My name is Nick Fury. I am the leader of S.H.I.E.L.D.
And I am here to take you, all of you, into custody.
I recommend that all of you slowly and carefully step outside in a calm manner.
The neighborhood has been evacuated and we have secured the perimeter.
AS YOU CAN SEE...
I AM NOT SCREWING AROUND.


Oh my God. What are those?
I- I was really hoping I could finish my story and do this the right way.

The right way??
Maybe you should put on your costume...
And your web devices.
Let me just talk to him.
He's not here to talk. He's here to fight.
Well, I can't fight *all* of them. So I guess *talking* is all I--


No, *no!* They're going to *take us away!*
Gwen! Just--
No!
Gwen, you need to calm down!


WHY ARRRRRE THEY DOING THIS?!!!


NOOOO!!!

Oh God!
Aunt May!
My heart!

Congratulations, MJ... It's an all-new you.
To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
101
CLONE SAGA: PART 5
ISANOVE
BENDIS
BAGLEY
HENNESSY
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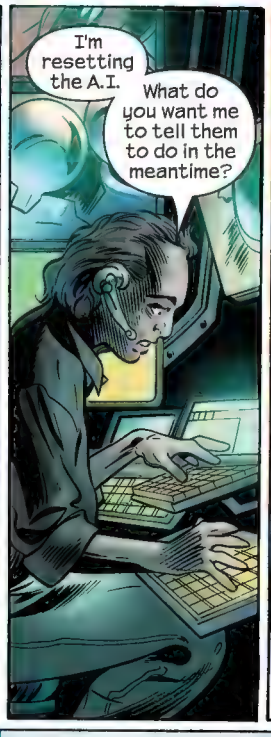
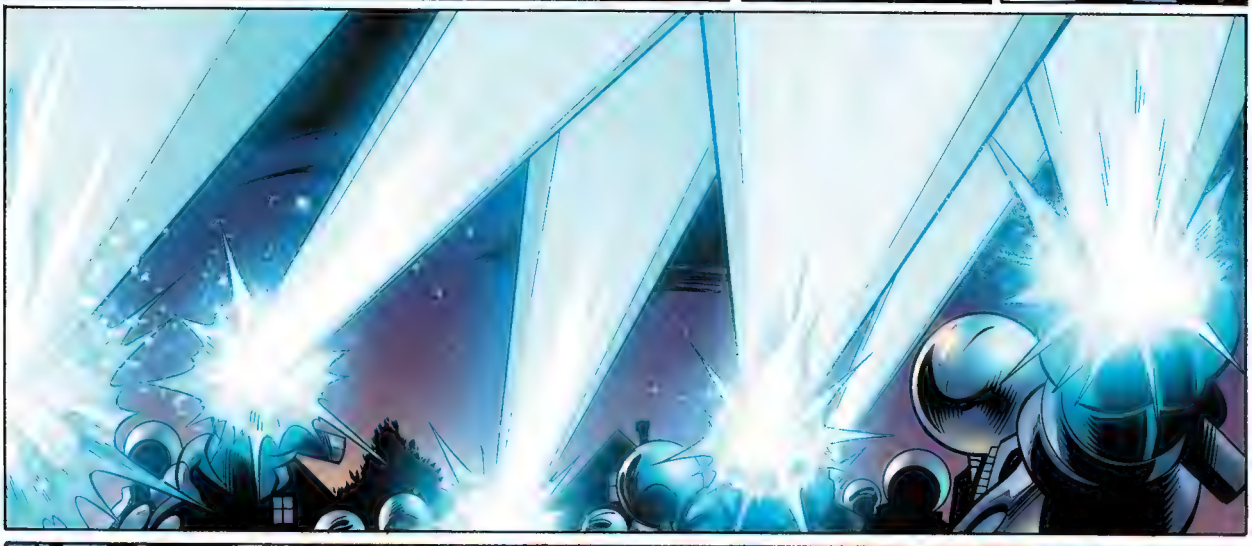
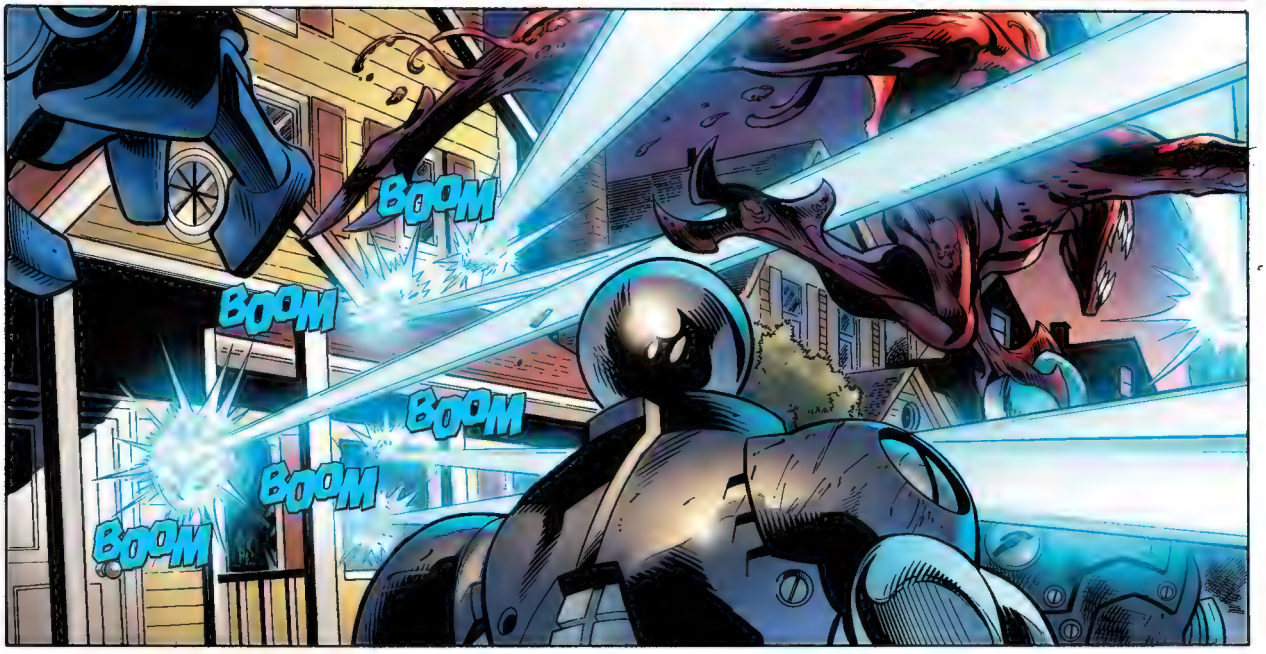
HURRAGGH!!
This is One Eye Eagle and we are under attack!!

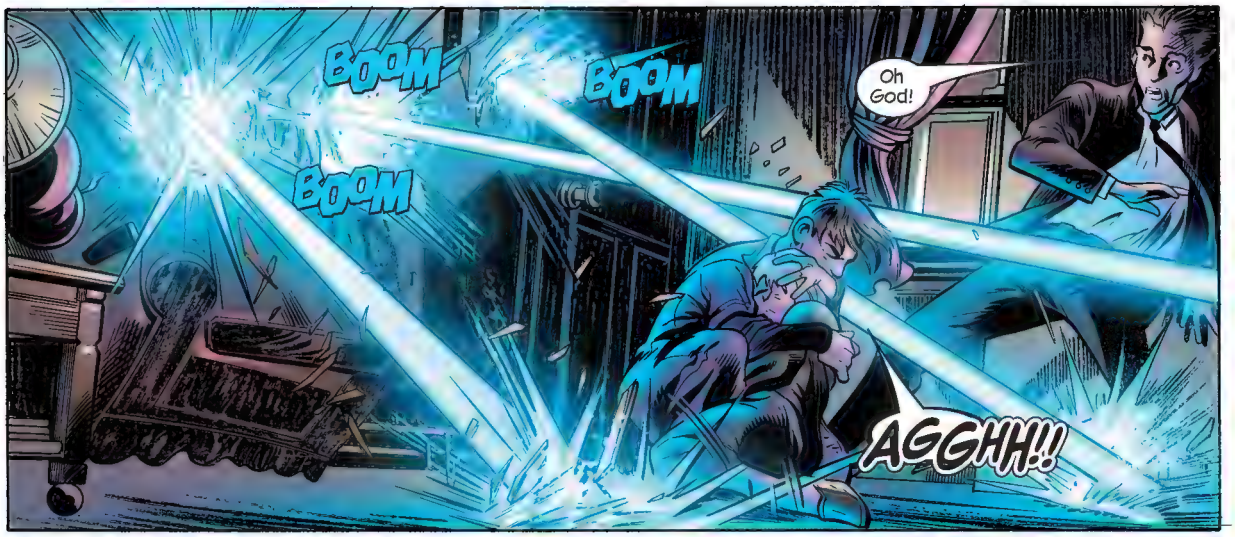
This is the Tinkerer broadcasting live from the basement of the Triskelion.
Do you read!!? We are under attack!!
Uh, isn't that why you had me make the Spider-Slayers- because you pretty much knew you were going to have to slay a spider, over?

Don't get smart with me, you little %^&&*!
We have elements to this conflict that we did not foresee.

Whoah!!
What is that thing?
It's a bio-hazard. I need it taken down.
I need more biological data on it. The A.I. in the Slayer drones will adapt, but I need more data.
They were set to handle the Parker problem, not this.

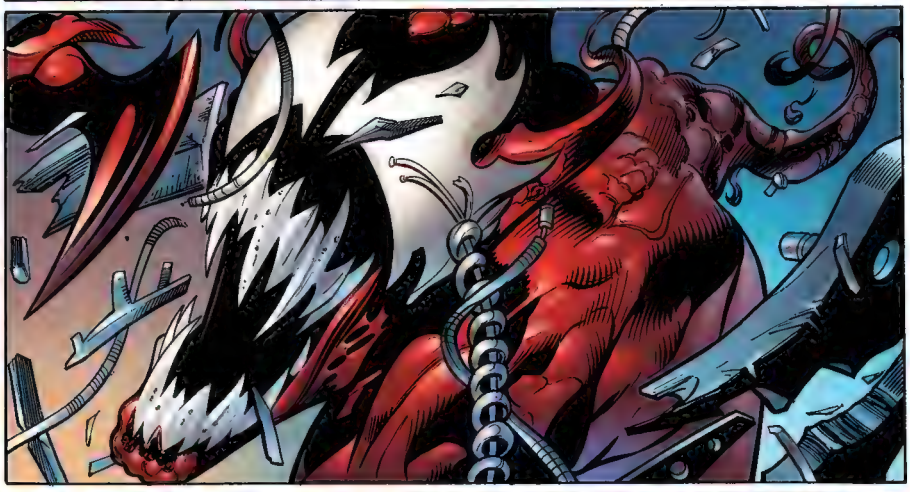
CLANG
Tinkerer! Tinker faster!
I don't want to sacrifice any men on this if I don't have to.

I'm resetting the A.I.
What do you want me to tell them to do in the meantime?

FIRE!


BOOM
BOOM
BOOM
BOOM
BOOM


BOOM
BOOM
BOOM
Oh God!
AGGHH!!

Peter, get out there!
I'm not leaving Aunt May!!
I'm a doctor!! I'll do this! You go!

You're a doctor?!! You turned Gwen into a monster!
I didn't!!
She came to me that way!! I was trying to figure out what she is and what I can do to help her!!!
How is this helping her???



I'm taking Aunt May!!
Don't move her!! She's had some sort of attack!!
You can't flip her over your shoulder and swing her away, you could kill her!!

You need to get *out* there and *stop* what's going on *before* it falls on top of her and *kills* her!!
Stop it so we can get her moved safely out of here!!

Listen to your father.

FURY!!
KLANG

Fury, my aunt's in there!
She just keeled over! You need to get her to a hospital and stop this--
Get off me, kid, you're under arrest!!
Under *arrest??* Did you hear me?? She's going to die!!!

AAGH!
FSHAMMMM

I understand, kid.
But you and your situation just became more than it's worth.
Stay down!!

You're killing my aunt!!!
Agh!
And I swear to God, I'm going to--

AAGGHH!!
FSHAMMMMM

Faboom!
That, kid, is your nervous system shutting down.

I'm sorry, kid.
Profoundly.
My aunt...
There's a lot more at stake.

Kid, stay down.

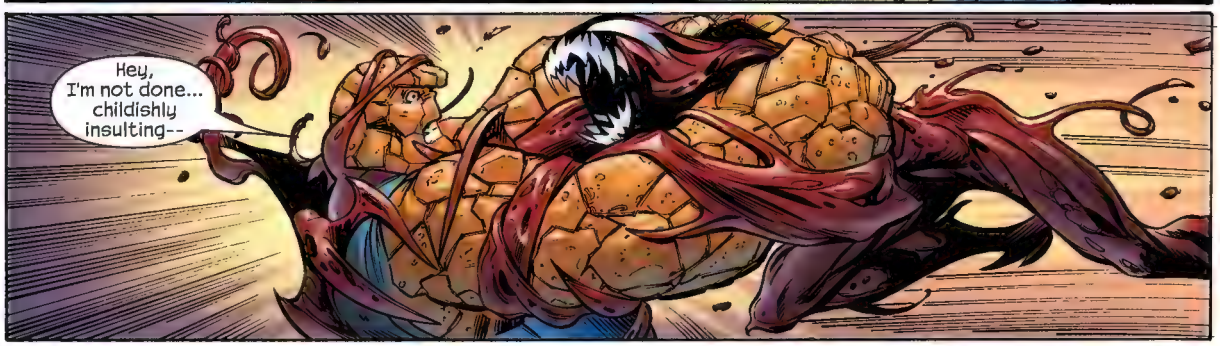
Nnnnn!!
Kid, stay down!!!!
The next hit will paralyze you for good!

AGH!!

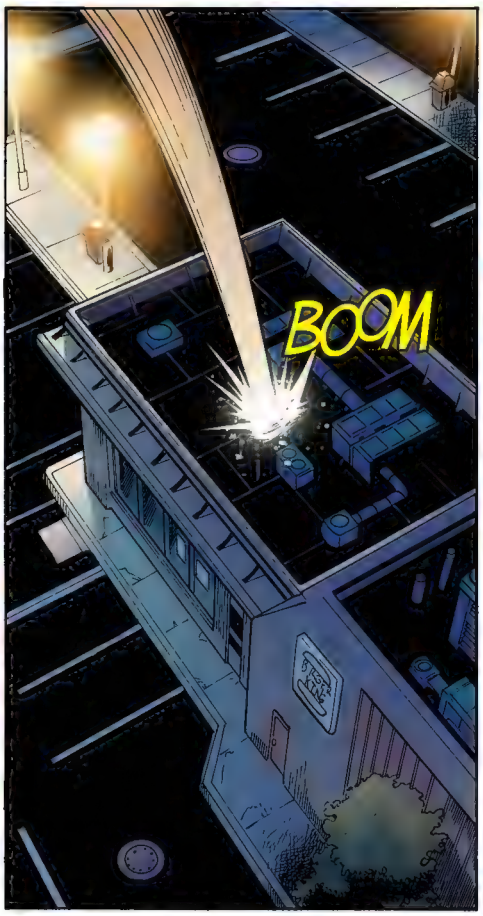
Dude, leave the guy alone!

We're so not joking around.
What is going on here, Fury??
(Oh my God...)
Richards, take your Fantastic Four and go home!!!
Doctor Reed Richards...
Whoa...
Geekasm!

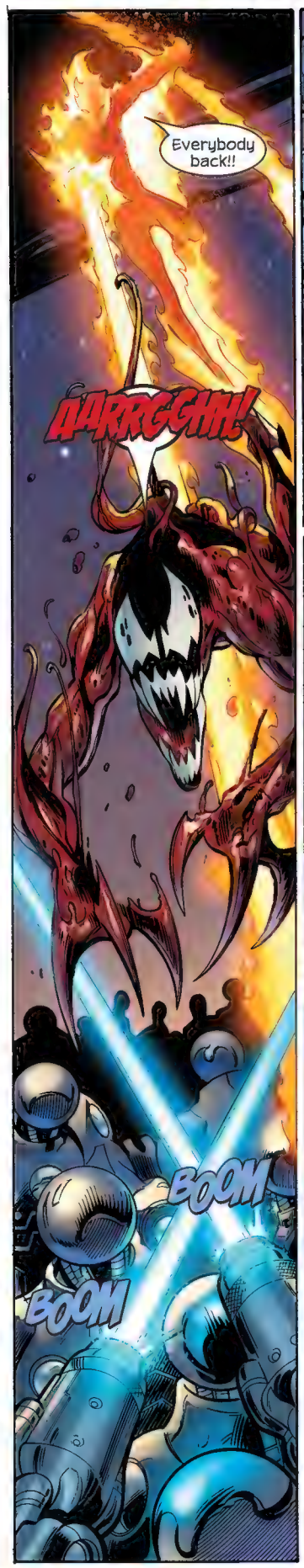
Why won't you tell us what is going on here? Peter Parker has done nothing wrong.
Well, I'm kind of in the middle of a domestic military operation, Richards.
So follow my direct order and go *home!!*
Yeah, well, I have like three friends in the world.
You aren't doing *this* to one of them.
BOOM
Hey, whoah!
No offense, Red, but you are one ugly--


Hey, I'm not done... childishly insulting--

BEN!


BOOM

Well...

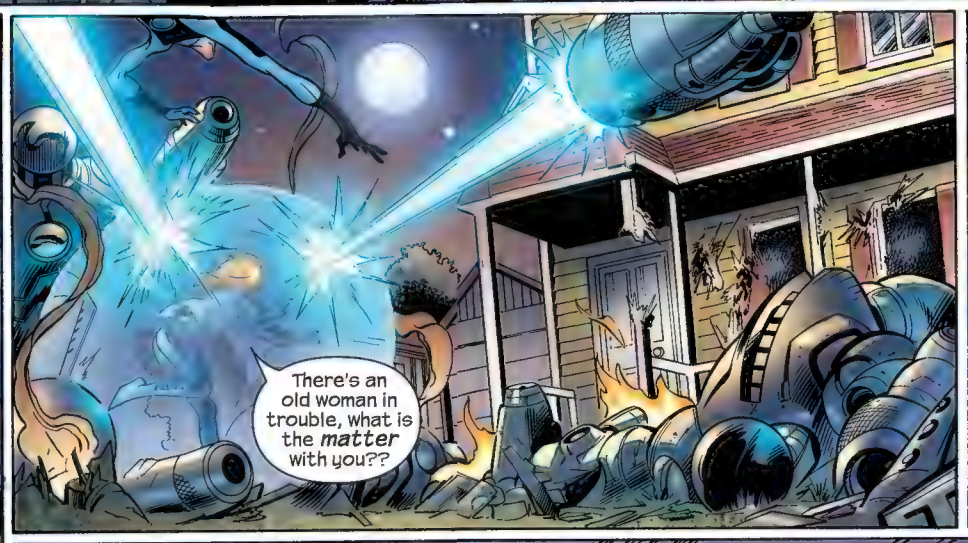

Everybody back!!
AARRGGHH!
BOOM
BOOM

Fury, you can't just take over an entire neighborhood and ruin this kid's life because you found a clone.
Richards, I'm telling you now, stand down!!
My aunt!!
You are forcing me to make a decision here you won't--

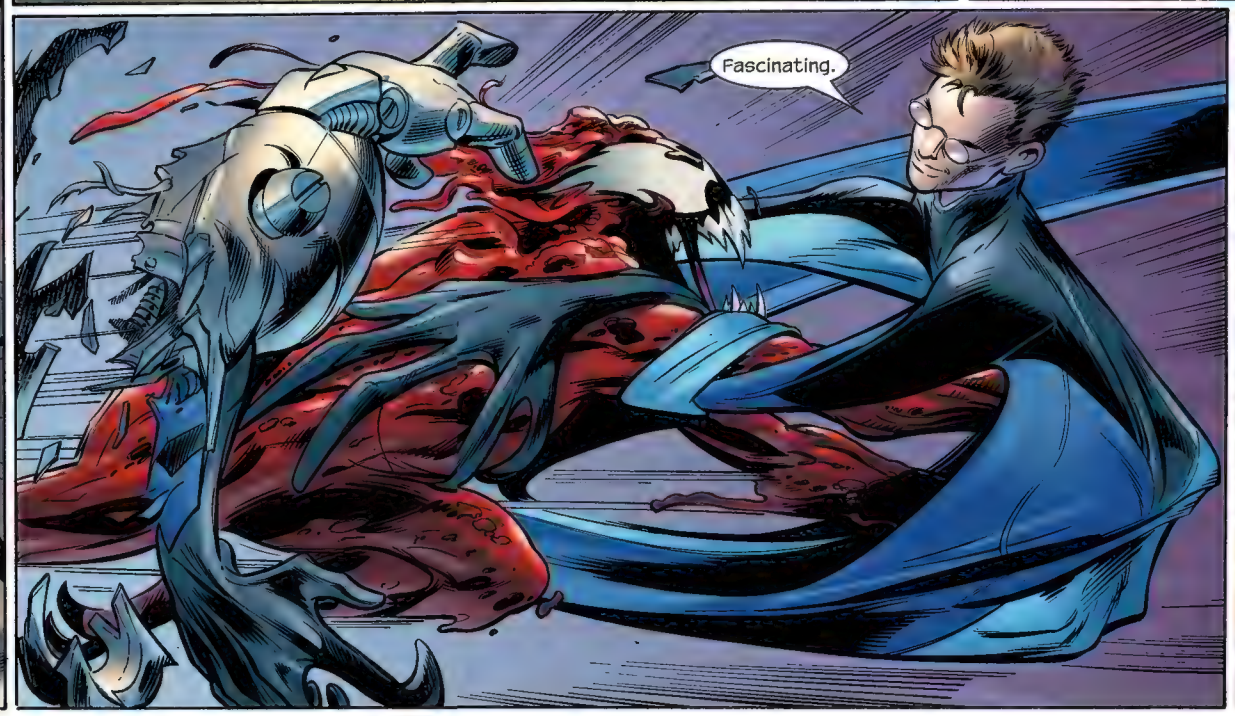
Hey Pete, you ready to get out of this--
What?
No, my aunt!! Please, my aunt is dying!
She had a heart attack or- or a stroke!! She's in the house with my dad!
Please get her to the hospital!!!

Your father?
Your father died years ago.

Richards, I'm telling you now, stand down!!

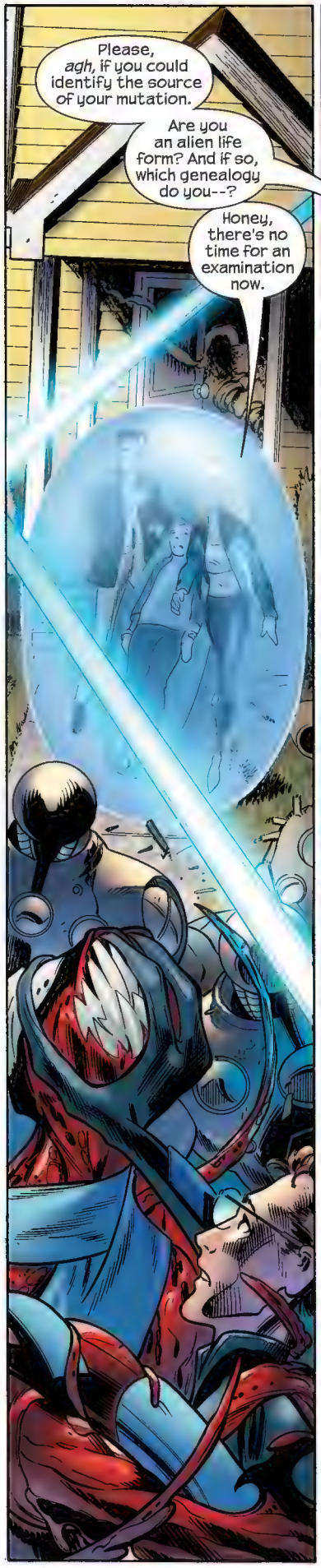

There's an old woman in trouble, what is the matter with you??

And what's this now?


Fascinating.

Uh, are you Doctor Parker?

Yes.
Hi, I'm Sue Storm. Big fan.
Uh, thanks.
Thought you passed away some years ago.
No, I, uh...
Is she in acute myocardial infarction or was it a stroke?
She--
How long has she been unconscious?
I- I'm not sure.
Do you have a first aid kit?
Not on me.
Are *you* all right?
I- I didn't know what to do.
I'm a doctor. My boyfriend's a doctor. We'll get her out of here. No worries.
No. No, I- I didn't know what to *do*.
Uh, come with me. Follow me out.
We'll airlift her.
How are you doing this?
Force fields.
It's a whole story.
Stay next to me.


Please, *agh,* if you could identify the source of your mutation.
Are you an alien life form? And if so, which genealogy do you--?
Honey, there's no time for an examination now.

I'm just stalling so you can do what you have to do!

Thanks, sweety.
That's my boyfriend. He's a huge fan of yours, too.
Your original papers. Are you kidding?
Why?

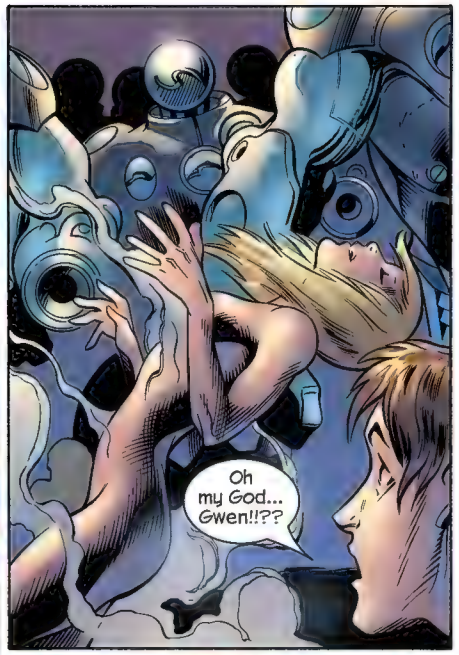
Oh God! Is she *dead?*
No, no!! I'm going to get her to a hospital. I've got your dad, too.

Thank you, thank you.

You'd do the same.
Outta my way!!
Please stop where you are!
Not going to happen.
You want me to get you out of here too?

No.

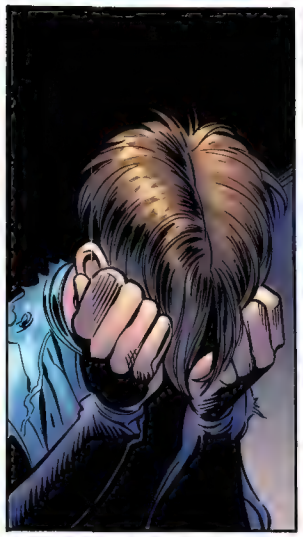
Fury, I've got the right power signature on that flailing monster thing.
FURY!!!
Do it.
Full power.


Oh my God... Gwen!!??

Now it's a chick?
Man, I don't know *what's* going on...

Fgsgs=sg fdgfd 234v dbd -=dvd dfg56

Send in the clean-up crew.
It's over.

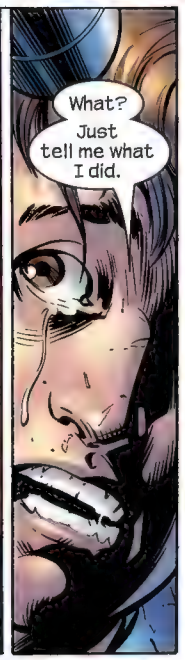


I'm sorry, kid, I have to take you in.
Either I take you in or I take you out right here.
At this point, it's your call.
I don't understand...

I wasn't lying.
You don't get to be Spider-Man anymore.
It's over.

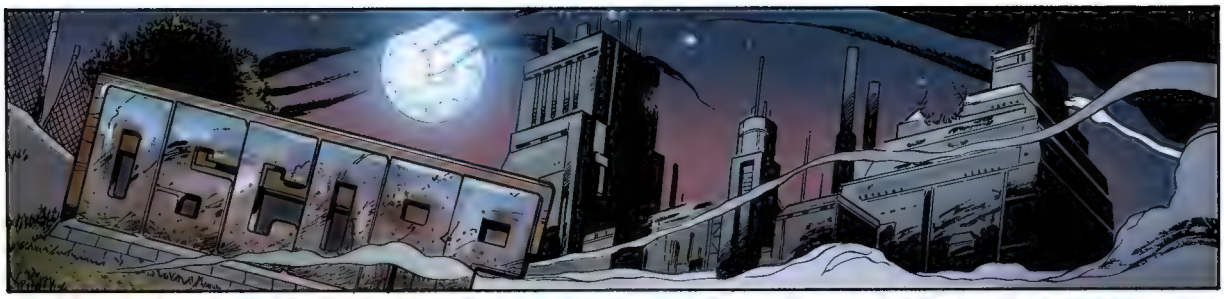
Just tell me what's going on?
Tell me...
Please...

You're at the center of the biggest genetic disaster we've had since the Hulk became the Hulk.
And now we have to clean it up. And that includes you and yours.


What?
Just tell me what I did.

You didn't do anything.
It was your clones.

Sorry, kid.
I truly am.


OSCORP

MJ?
Talk to me.

How do you feel?
Nnn...
What- what did you do to me?

Do you- do you know what Oz is?
It's- it's like a miracle drug *that* Norman Osborn was working on to replicate the- the super-soldier serum that made Captain America... Captain America.

It doesn't do that but instead it created the most amazing genetic enhancement vehicle ever created by man.
Oz was in the spider that bit me and turned me into Spider-Man...

Oz created Doctor Otto Octavius' Doctor Octopus.
Oz. It turned Norman Osborn into Green Goblin.

And now it's recreated you.
-OZ-
PROTOCOL AND FORMULAE

You put something *inside* me?

Because I wanted to protect you.
I could never protect you, MJ!
You were going to get hurt or die because- because I'm Spider-Man.
Who are you?
Honey, it's me, it's Peter!
Who are you??
This isn't a trick. This is real. We're going to be happy. We--
Shut up!!
MJ--
Who are you?
MJ?
You put something inside me??
You maybe want to calm down.
Nnnn...
MJ, are you--?
Grrkk...

To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
102
CLONE SAGA: PART 6
MARVEL
BENDIS
BAGLEY
HENNESSY
PONSOR
BAGLEY
ISANOVE
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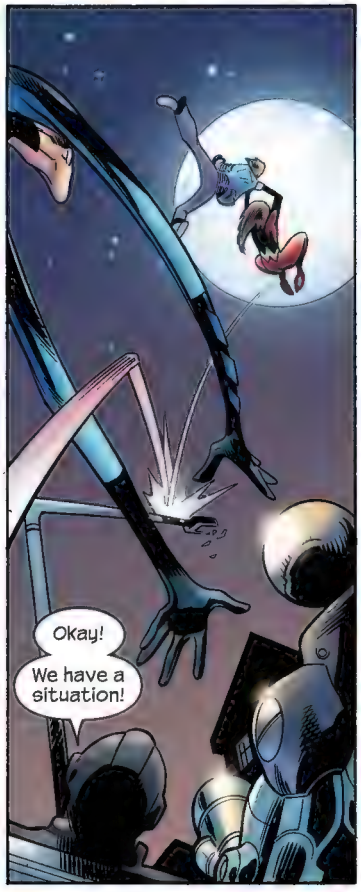
What are you *doing*??
Please, General Fury,
Peter Parker didn't *do* anything.
Yeah, like, everyone just *calm down!*
This is a major violation of Parker's civil rights and you can't just take him from his home and blame *him* for--

Doctor Richards, the *genius* that you are, I am the leader of S.H.I.E.L.D.
My job is to protect this world with any and every measure at my disposal--
--so, please, find it within that big brain of yours to try and think of one of the *fifty* reasons I cannot explain myself to you about this out in the open on the streets of Queens.

Just- just let it go.
It's over.

SMACK
CRACK
Agh!
Hey!!

CRACK
Mister Parker, your four o'clock is here.

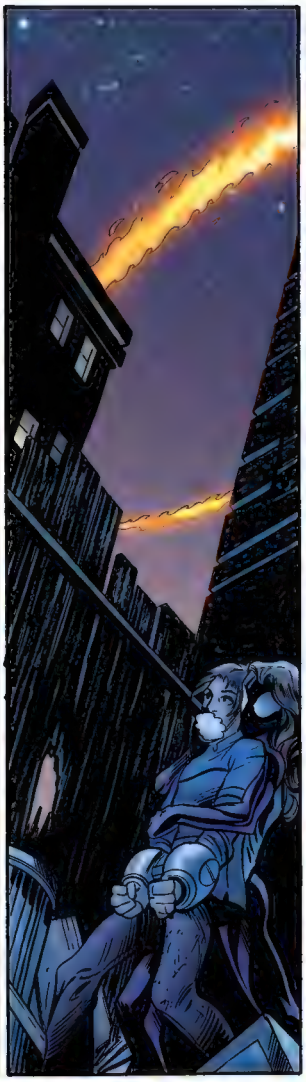

Okay!
We have a situation!

Nice night for it, huh?
Wh- wh- wh-
Don't rupture your spleen.

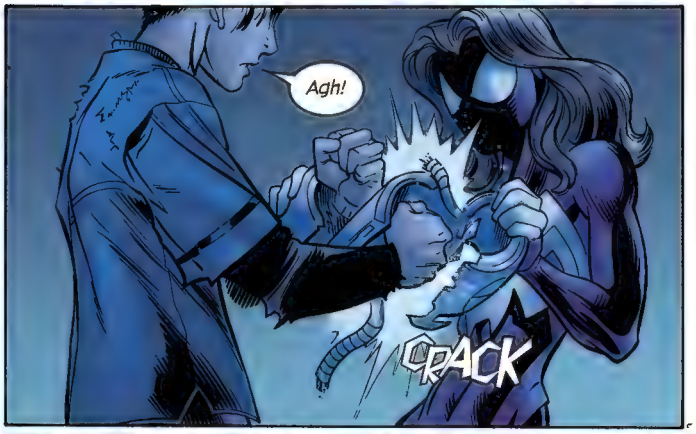
Permission to open fire.
I'm not asking you!
No!!!
You do not have permission!
PETER!!

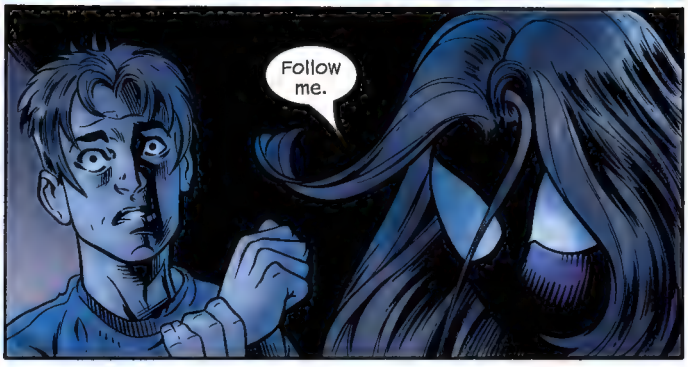
Uh...

Where'd they go?

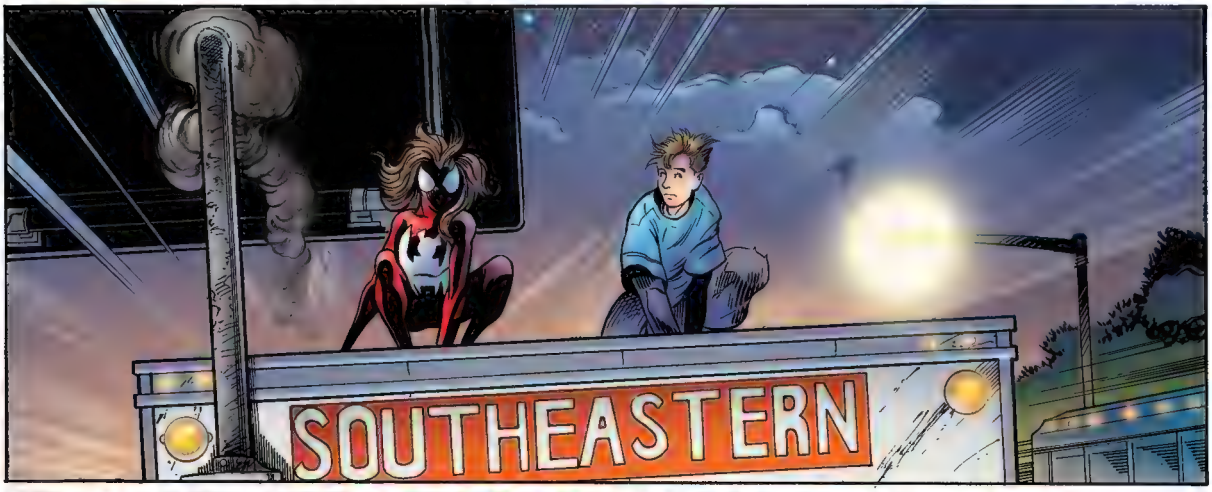


Hurrmm!!

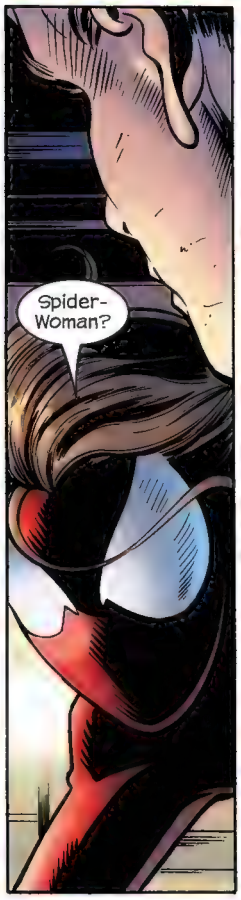

Agh!
CRACK


Follow me.

NEW JERSEY
REYNOLD
SOU


SOUTHEASTERN

Who are you?


Spider-Woman?

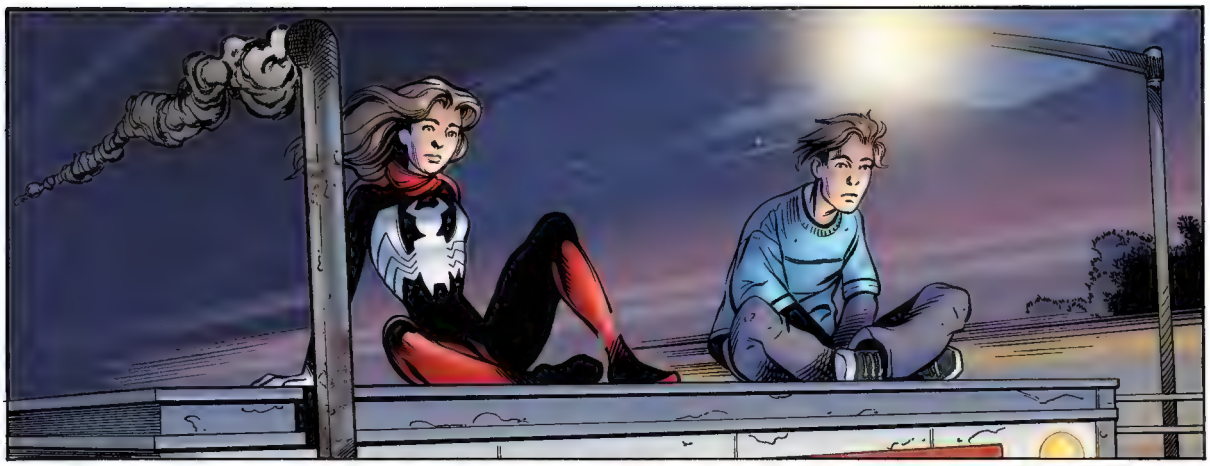
Who *are* you?!!

You're me?
Kinda sorta.
I'm going to vomit.
Yeah, I can see how that might be.
Please please please please, tell me what is going on.
I'm, uh, I'm a clone.
Of you.
Like that Scorpion thing!? Is that what he is?
You saw him? Is he okay?
Are there more?
Yeah.
That's where we're going. We're going to find the others.
Where did you come from? Did my father make you?
I'll tell you exactly what I know and how I know it.
About a month ago, give or take...
I was born.

She's coming out of it.
Hi.
My name is Ben Reilly.
If that name sounds vaguely familiar it's because I was Doctor Curt Conners' assistant a few months ago.
Don't worry about trying to talk.
You can't yet.
You were brought into this world just a week ago. Your body hasn't fully adjusted to its--
(How can I explain it?)
Your body is still *forming.*
You've been heavily sedated so as to not hurt yourself.
I know in your mind, you're a little freaked out and confused right now...
But don't *worry* about that, either...
Okay, in your head you remember yourself as Peter Parker, Spider-Man...
But you're *not* him. In fact, you're not even a *him.* You're a *her.*
You're a biological replica of him, created by me and my team.
You're in an R and D facility for the Central Intelligence Agency.
You're safe and okay.

You're phase five of the project, actually.
The goal was to process a clone of Peter Parker. Why him? Because- well, because of his spider-powers.
And in your case we did a little creative chromosomal manipulation and you were born a girl.
And you are a rousing success.
You're the best one so far. We're really- this is very, very exciting.
Now, the good news is, as confusing as it is to have the memories and sense memories of a boy when you are a girl and the memories of someone you're not...don't worry.
We have a psych team coming in very soon and you'll be stripped of all those memories and we'll have all-new ones implanted in you in no time.
In fact, by then you won't remember even having this conversation, the fact that you're a clone, or any of this.
But we need to run some psych evaluation tests on you before we go to the next step, and that includes telling you this and observing how you react to it.
And your next life, if you choose to accept it, is going to be just as exciting as being Spider-Man--
You'll be a special agent for the Central Intelligence Agency.
Cool, huh?
Let's see what they have for you...
You'll be special agent Jessica Drew...
(Pretty name.)
You'll be an agent of the CIA. Codename: Spider-Woman.
(Ugh, not very original.)
I'll try to have them change that for you.
PHASE-5
So how did this all happen?
Well, if you remember...
When you, and by you I mean Peter Parker, were friends with Curt Conners, he stole a sample of your blood...
And, you'll remember, he accidentally incubated a clone prototype that became that horrible monster that wreaked such carnage on my college campus.
And killed your friend, Gwen Stacy.
Well, I helped him.
Clearly that was not the plan.
We didn't want to hurt anyone. We wanted to help people.
But what happened, happened.
And then...

Anyway, after all that went down, I was in a lot of trouble.
Curt Conners is in *jail* now for it.
And the feds came for me, too, but I had a "get out of jail" card.
Your blood sample.
And my notes from my work with Doctor Conners.
The CIA here made a deal with the FBI and they put me to work instead of making me sit in a federal prison.
I really lucked out.
They'd already put together a little brain-trust here working on the very same type of project.
A real community of like-minded geniuses.
I'm proud to be here.
In just this short time we've been working together, we cracked the mystery of the clone.
We broke down Norman Osborn's original Oz formula.
Yeah.
And a bunch of other things. All real top-secret stuff.
But all of it specifically- directly related- to super-power and mutant genealogy.
And now look at *you*, a whole, beautiful young woman created from scratch.
See, the reason Peter Parker is so *perfect* for cloning is they- we- needed something *stronger*, more *durable* than the human genome.
We needed something more.
And you were it.
You're part of a launch-series of cloning experiments. Every one of you is a little different than the next.
And each of you will be trained and/or experimented on for the government in search of, or in *place* of, the elusive Super-Soldier Serum.
Yeah, you may *be* the next Captain America.
Can you *imagine?*
An army of a hundred, two hundred Spider-Men launching a ground assault?
Can you- oh. She's out.
Okay, Jessica, you sleep.
Tomorrow is a big day.



You okay?
No.

Yeah.
Me, either.
So are you...me or- or this Jessica person?
I'm still you.
Ugh!

Yeah. The thing is, is that they never got to--
Just!
Just give me a second.

Why did you attack me before?
I didn't, you kind of attacked me. I'm sorry if I didn't respond better or explain myself better.
I've only been alive a month and I'm having trouble remembering what are my memories and what are yours.
I'm kind of having a meltdown here, too.

At least you're the real *you!!*
I'm- I'm not the real *anything!*
Why aren't I in a coma now?
Shouldn't my brain just give out on me now and just go into a coma!!??
My dad, my aunt, Gwen, this...
Who can take this *much #$%^ in one day???*

Where did this *costume* come from?

Well...

Bravo!!
Bravo, Jessica!
Don't- don't call me that.
Stop calling me that.
I'm sorry... I am.
I mean no disrespect.
That's what today is all about, anyhow.
You're going to become Jessica Drew today.
I told you we had a psych team that will help you with that.
Painless. Quick.
Meet the person that is going to help you with all of that.
Cassandra Webb.
I know this has been difficult.
It'll all be over in a minute.
Why did you people do this to me?
BOOM
Jessica, you know that we--

HUARAGHH!
Oh my God! Oh my God!!
It's loose!! The Stacy Experiment is loose!!
ARRGGH!
Everybody down!!
SMASH
AGH!
CRASH
Aaiiee!!!
SMASH
CRASH

AAARRGGH!
CRASH
1
CLACK
CLICK
CLACK
CLICK
CLACK
CLICK

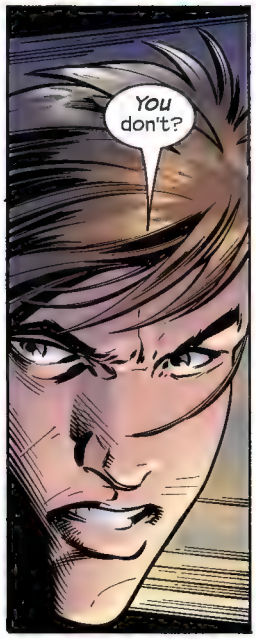
Whoah.
Okay. This is weird.
We should get out of here- we should go find MJ.
No. There's been an accident.
Everyone just go back in your rooms and wait for the power to--
But MJ needs our help.
No. We leave Peter and all of them alone.
What is this? What have you done to me??
Everyone, just calm--
Just stay here.
Yeah, uh, no.
I'm not going to let this happen!!
We have to save her!
Stay here!! Listen to me!! Stay here!!
"So, here I am, with every fiber of my being telling me I am Peter Parker.
"I remember everything I have ever done, said, smelled, eaten, I remember it all.
"Except I'm not.
"None of us are.

"Once I got something vaguely resembling my bearings, my intention was to just make sure none of them went and bothered MJ."

But when I got to the neighborhood, my brain froze up on me, it all rushed in on me.
My head.
I was out of it. That's when you and I bumped into each other.

Which didn't help.
Someone took MJ?
One of my- my- my clones took MJ?

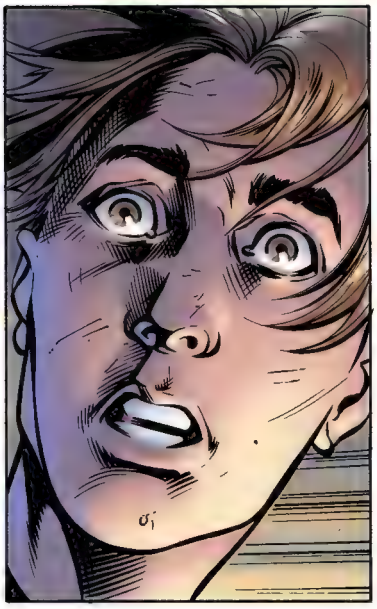
I think so, yes.
But, man, I hope I am so, so, so wrong.
She is missing. That's how my night started.
I just don't want her involved in any of this.


You don't?

I know, I was, uh, speaking for both of us.
I came back to tell you all this, level with you, and there was Nick Fury, once again making every day a sun-shiny day.

I'm- I'm just completely--
And here- look- this is the last place I could think of that one of us, in our delicate mental state, might take MJ.

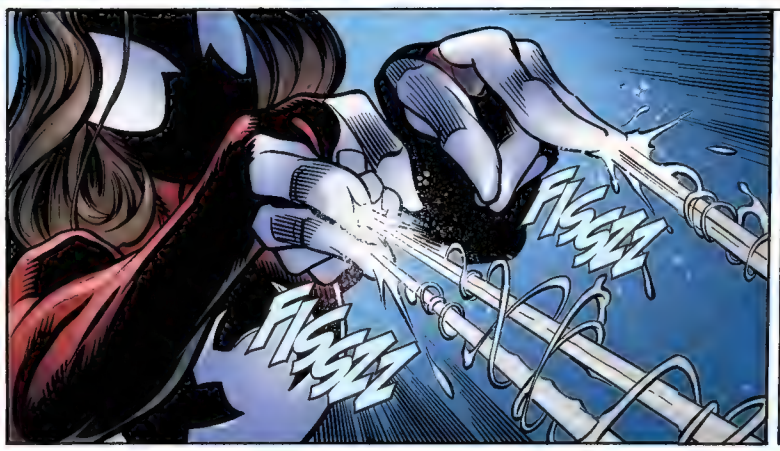
Where are we?
Jump.

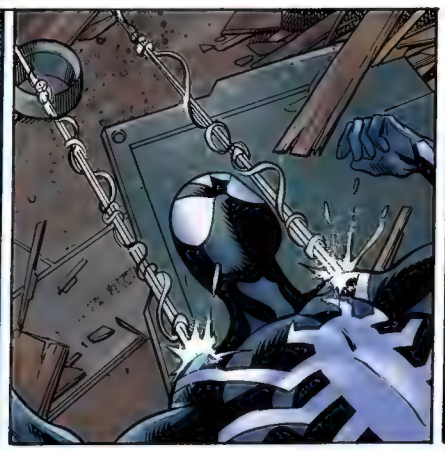


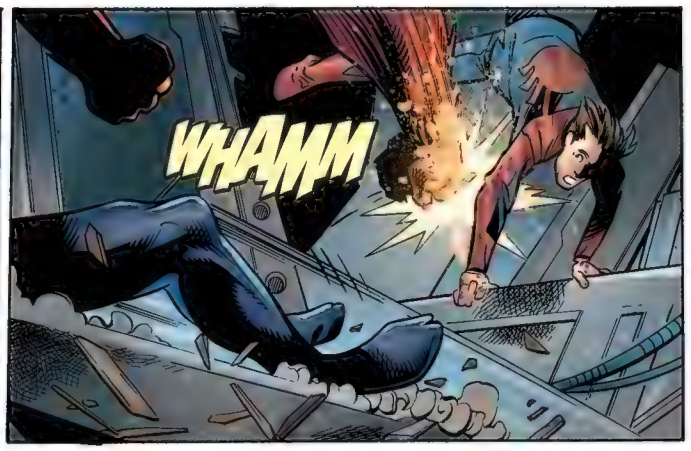
Oscorp?? Why would someone bring her *here*?
Let's just hope I'm wrong.
CRASH
Uh--
Oh.
RRRAAGGHH!!
CRASH

HUUAARGGH!

Just-just--





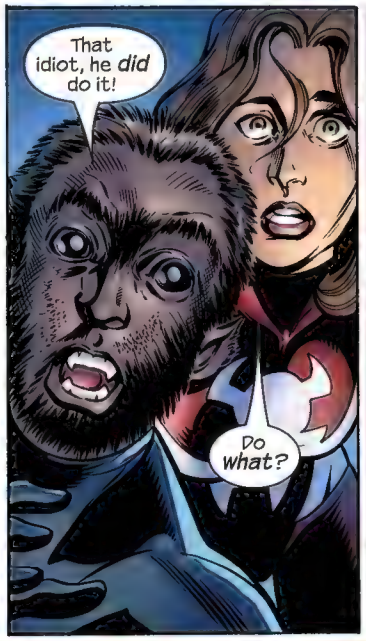


Rise and shine.

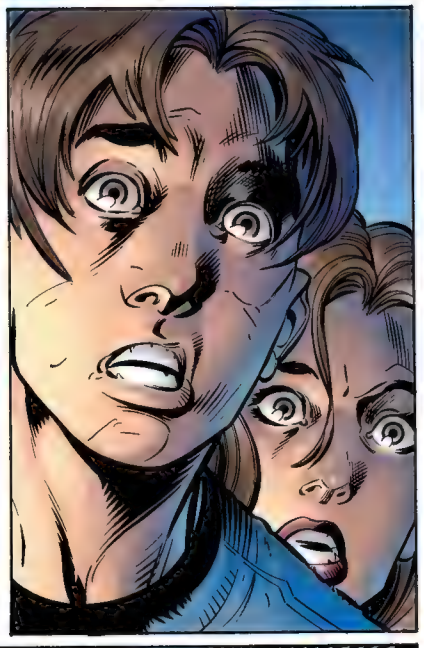
Just try and breathe. Give yourself a moment to--
HURRAAGGH!
SPASSH

Oh my God.
Yeah, we'll do our "oh my Gods" later.

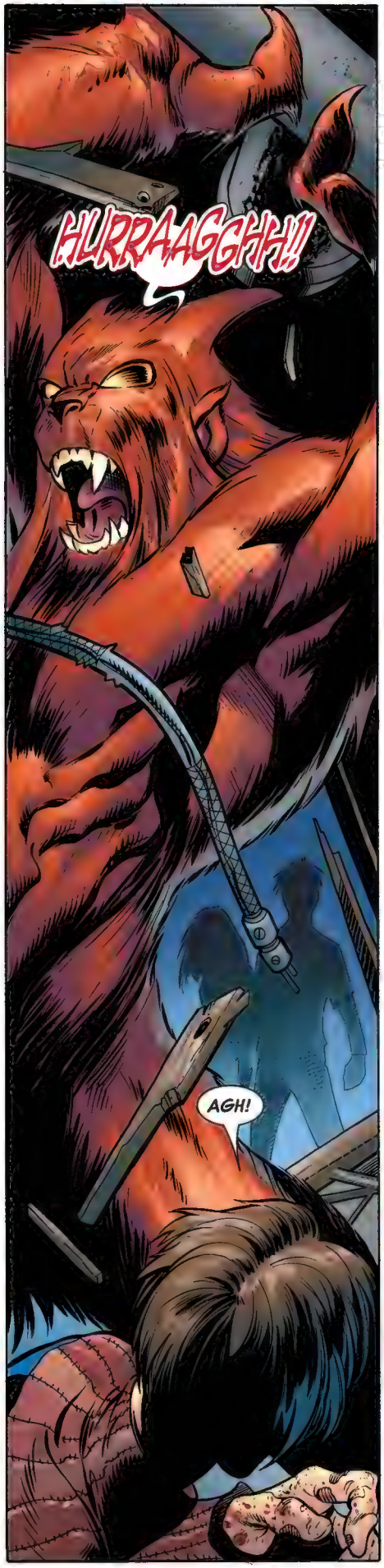
CRASH
What is that?


That idiot, he did do it!
Do what?

He- he injected MJ with Oz.



AGGHARGH!

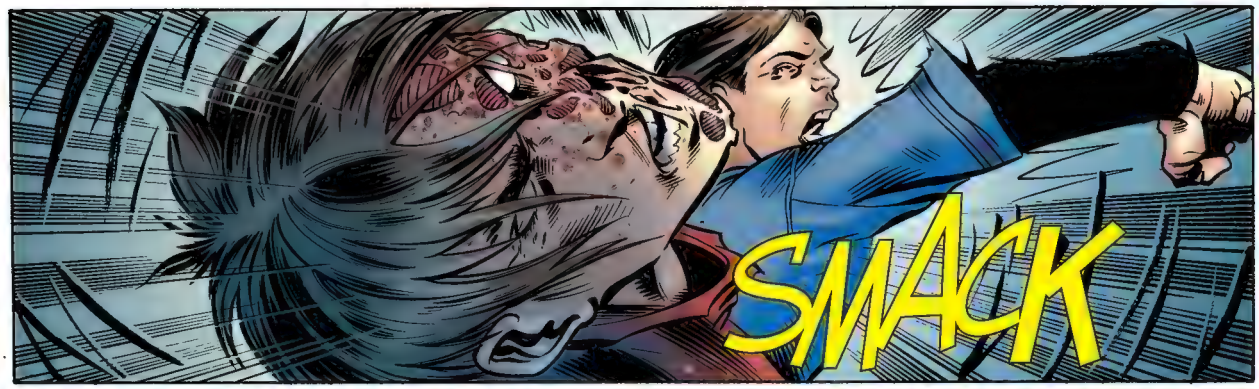

HURRAAGHH!!
AGH!

MJ...

It's me. It's me...
Please--
Please stop.

Huurr!
FOOM

See, see?
Now she can protect herself.


SMACK

How?? How did you do that??
There's no Oz here!! This place is- is- it's empty!!
There's nothing here!!
Where did you get Oz from?
From me.

His father.
To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
103
CLONE SAGA: PART 7
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BAGLEY
HENNESSY
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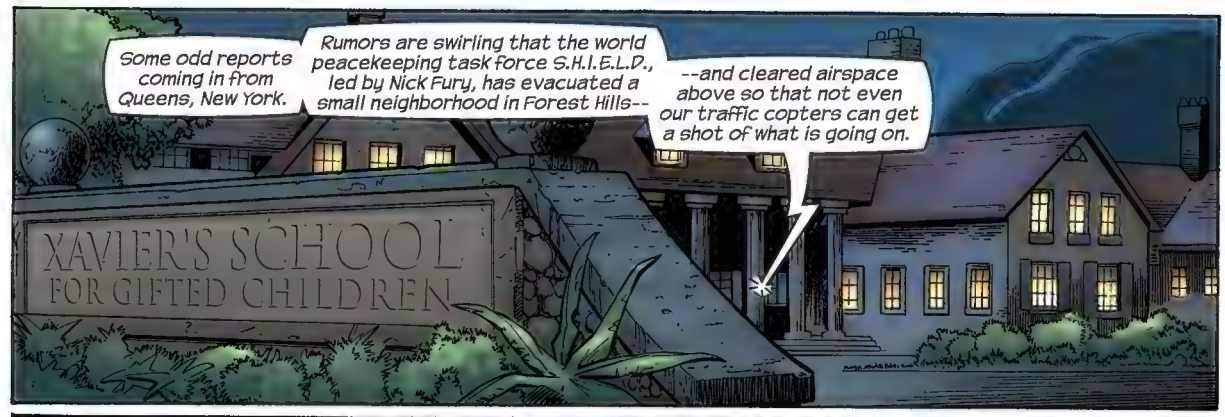
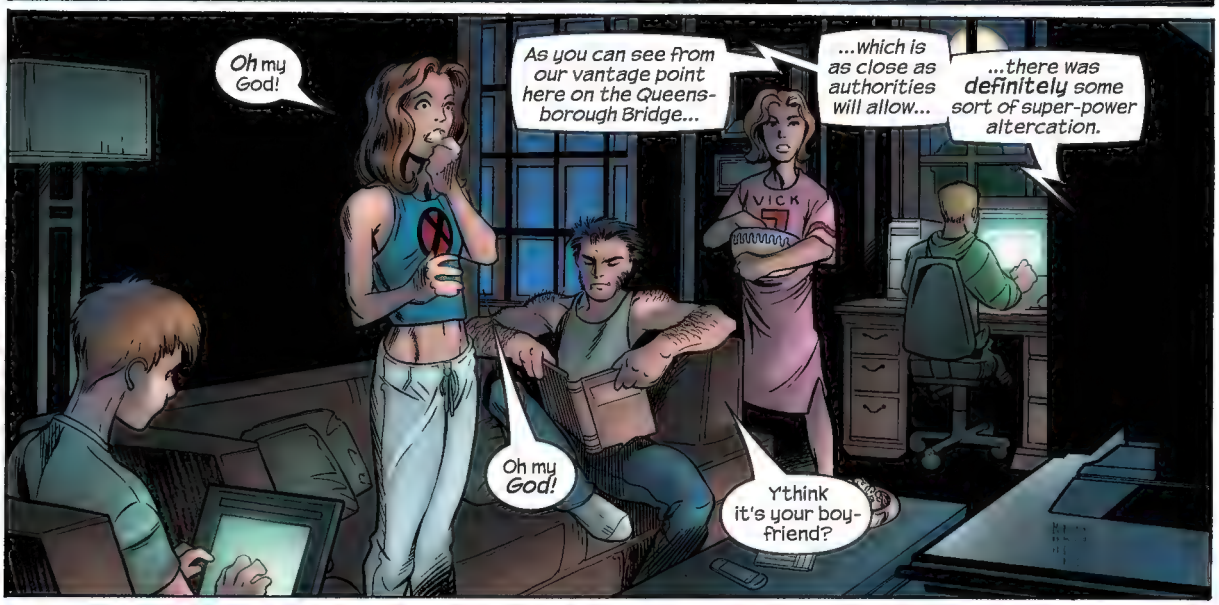
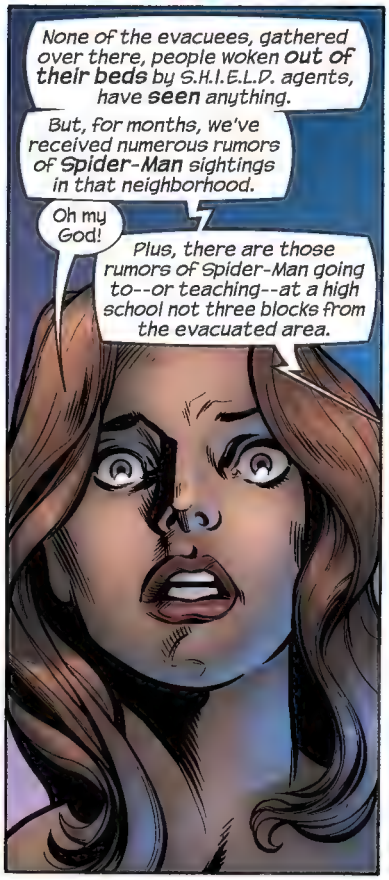
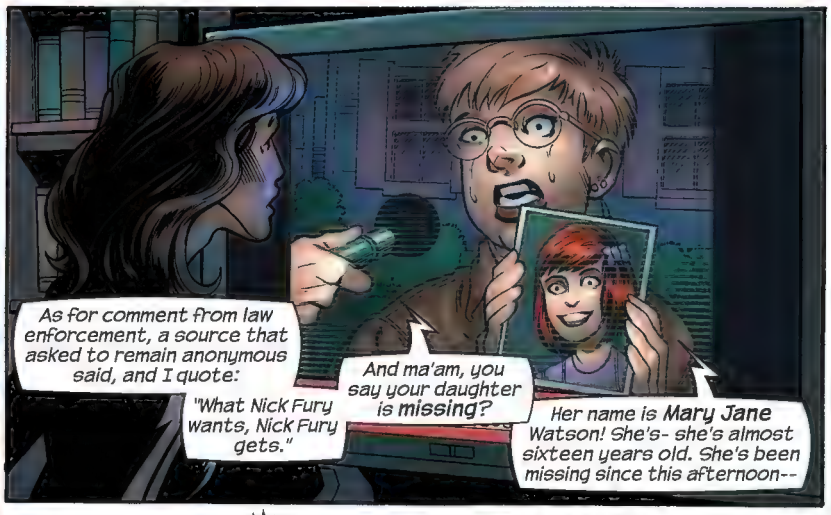
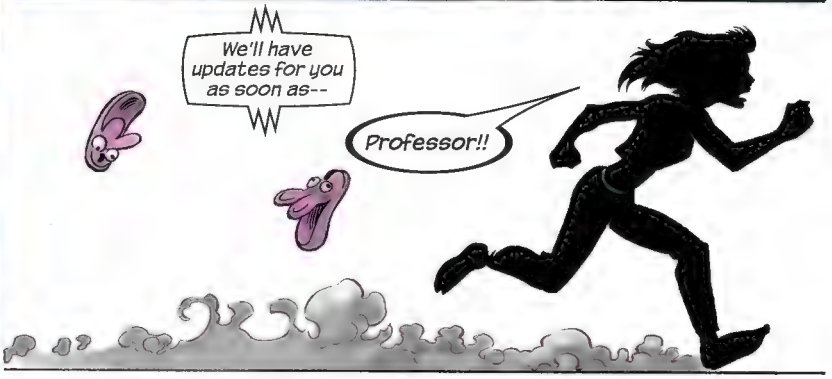

Some odd reports coming in from Queens, New York.
Rumors are swirling that the world peacekeeping task force S.H.I.E.L.D., led by Nick Fury, has evacuated a small neighborhood in Forest Hills--
--and cleared airspace above so that not even our traffic copters can get a shot of what is going on.
XAVIER'S SCHOOL FOR GIFTED CHILDREN


Oh my God!
As you can see from our vantage point here on the Queensborough Bridge...
...which is as close as authorities will allow...
...there was **definitely** some sort of super-power altercation.
Oh my God!
Y'think it's your boyfriend?


None of the evacuees, gathered over there, people woken **out of their beds** by S.H.I.E.L.D. agents, have **seen** anything.
But, for months, we've received numerous rumors of **Spider-Man** sightings in that neighborhood.
Oh my God!
Plus, there are those rumors of Spider-Man going to--or teaching--at a high school not three blocks from the evacuated area.


As for comment from law enforcement, a source that asked to remain anonymous said, and I quote:
"What Nick Fury wants, Nick Fury gets."
And ma'am, you say your daughter is **missing**?
Her name is **Mary Jane** Watson! She's- she's almost sixteen years old. She's been missing since this afternoon--


We'll have updates for you as soon as--
Professor!!

Professor, we have to go to Queens!!!
Peter is in trouble!!
Calm down and tell me--

I've been calling him all night!!
S.H.I.E.L.D.! Nick Fury!! Shut down his street!!
MJ is missing!
We have to go!!

Kitty, calm down. Now who is this MJ per--?
Let's go!
If it is, indeed, Nick Fury, he is law enforcement and they are doing their job.
Peter's in trouble!!
You don't know that. It could be the opposite.
What?!! We have to go and find out!!
Kitty, just--
No! No, if this was your girlfriend or something we'd all be on the plane in full battle armor!!
Peter Parker has been there for you every single time!!

Get your X-butts on the plane!!
We're going to go help Peter Parker!!

We're going to Queens.

Blue!
We have a code blue!!!
RESRICTE
EMERGI
CENTE
What's her name?
Her name is Parker. I'm not *sure* of her first name.
May! Her name is May.
Are you really Sue Storm from the Fantastic Four??
Yes, yes, I'm Sue Storm of the Fantastic Four.
This woman collapsed. I think she's in a cardiac arrest.
My name is Richard Parker. I'm- I'm her brother-in-law.
Okay, just wait here.
Is she--?
Just let them do what they have to do.

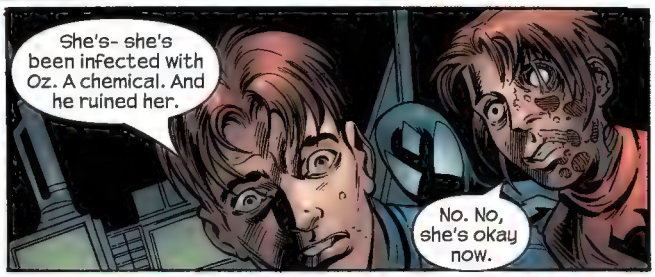
Hi. Nurse?
Oh my God...
Can I borrow that? And one of those? I'm a Ph.D.
S-sure.
Thanks.
Finger.
What are you doing?
Would you indulge me?
Ow.
What are you--?
Just working a theory.
Can I borrow one of your computers? It's important.
Thanks so much.
For you? Yeah.
What are you doing?
BAXTER BUILDING
SERVER CONNECTED
PASSWORD: **********
WELCOME, SUSAN STORM
SUBMIT BLOOD WORK SAMPLE
MATCH REQUEST

I'm going to kill him.
I'm going to punch him once in the head and his neck will snap.
Or- or his brain will explode.
And he'll *die.*
And the world will *still* turn.
(I'm so tired.)
I can do this.
Do it!!!
Kill him.
So many people in the world have killed for so much *less* than this.
You're just a kid.
You won't even go to jail.
(Temporary insanity.)
It *is* temporary insanity!! It *is.* You've been driven in*sane!*
He *cloned* you.
He cloned Gwen.
Aunt May had a *heart attack!*
MJ! Oh my God, what has happened to MJ??!!
He destroyed your home!
He did it!!
He did *all* of it!!
Kill him!!
Do it!!
You could do it so fast they won't be able to stop you.
For MJ. For Aunt May, For Gwen, For Harry, for...
For- for--

Mister Parker...
Good to see you again.
Is that one of them, too, Octavius?
Yes, General, both of them. And the one on the floor with the extra arms.
Okay, okay...
All Parker people. I need you to gently and quietly get up and stand against that back wall.
Yikes! Dude, what is going on?
I am not messing around. I'm not having a big spider-person tussle.
This is contained- as of right now!!
Peter, you, too.
Octavius? You made these clones?
Easy, Richards.
You cloned a female version of Peter Parker? You made this one with the extra arms?
Yes, Doctor Richards, I did.
On one we denied a test clone its Y-chromosome sequence in phase two.
And that worked?
She's standing right over there.
Everyone take it easy...
You made me?
Yes, Jessica, I did.
I was there at your birth.
And you're welcome.
I'm going to kill you.

Don't!!
There's been enough of that tonight.
Yes, let's please keep it civil.
It's been a very long day. I missed a dinner over this.

Dude, is that- is that MJ?
They ruined her.
What's happened to her?


She's- she's been infected with Oz. A chemical. And he ruined her.
No. No, she's okay now.

Stop!

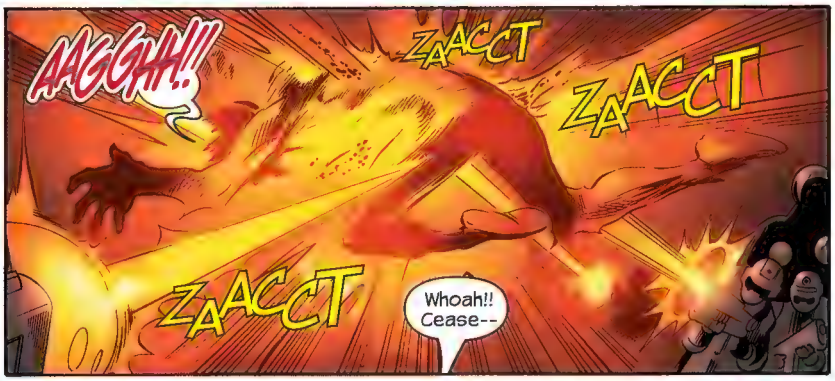
Okay, I'm creeped out.
Reed, I know that girl. Can you fix her? You can fix her.
No.
No, what?
Kid, we have a situation here that needs to be contained and you "Fantastic Four" need to--

Dude, Reed's taking her to the Baxter Building and the big brain is going to get to work on fixing her.
She's just a kid. She's a civilian! Are you seriously going to stand in our way??
If you aren't helping this situation by obeying my orders, I want you and your team to leave!!

Please help her.
P-please.

I'll do everything I can.
Richards!
No! No, she's going to be okay!! She's--
Stop!
MJ!!!!

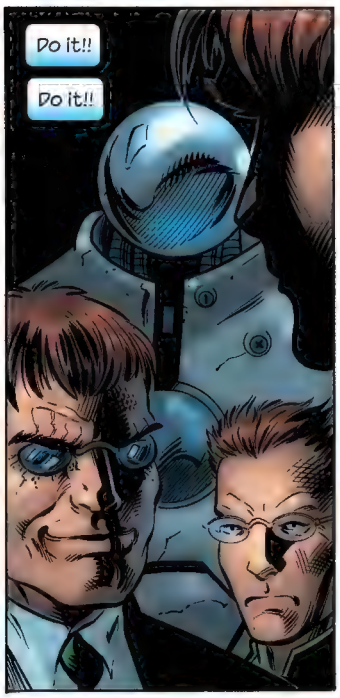
MJ!!!


AAGGHH!!
ZAACCT
ZAACCT
ZAACCT
Whoah!! Cease--

You don't--!
CRACK

Stop!! Stop!!
Cease fire and stop this &$%^ right now!!

Okay, okay!!
Everyone calm down!!!
Kill him.


Do it!!
Do it!!

Fantastic Four, out!!
Don't give me that look, Richards.
I know how you and your family got your powers.
What exactly is the difference other than the fact that I did this on purpose?
Why don't you take that crappy haircut of yours and shove it up my--
Ben! We need to go now.

You want me to light this guy on fire?
Johnny!
Out!

Fury, I appreciate your good work in what is a very tense situation today.
And these sentry drones are certainly impressive. My hat is off to you.
But this is our problem and we'll have transport ready to take all these young subjects back to safekeeping.

Doctor, you ain't taking %^$#.
You got me?
You got a lot to answer for.

But I don't have to answer to you, Fury.

The minute this little house of horrors you supposedly created dropped onto civilian property- you better *believe* you do.
You're under arrest, Octavius!

Kill him!!
We'll see.
You might want to call my *supervisor* before you do that.
If you knew who that was?
Do you wonder *why* you didn't know this project was happening?
Even though you're the big super hero big shot of the world?

How did you *do* this, Octavius? How are you not dead or in jail?
Back *up*, Parker.
Tell me!
Everyone back *down!!*

Tell you *what*, little boy?
Tell you I was going to go to prison after you beat me up on television...
...but instead I made a deal with the federal government to work for *them*...
...to help them design a super-soidier.

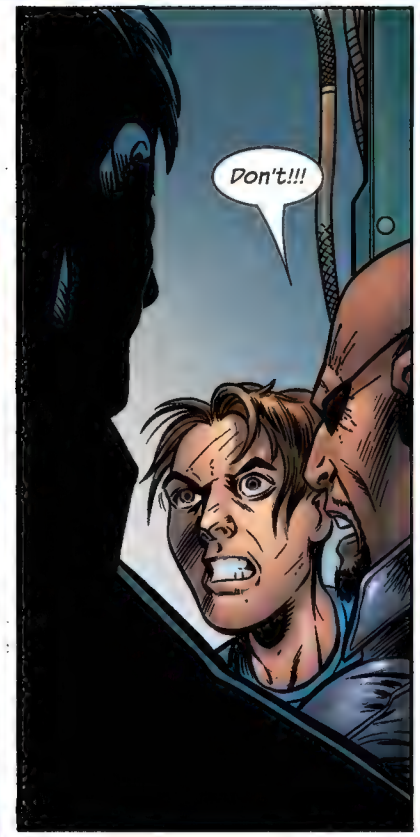
It seems that there are a great many people in the United States government that truly *hate* Nick Fury and his little band of self-loathing super heroes.
And they don't want Nicholas Fury to be the only person in the country with his finger on what they call the *"Captain America"* button.

So, thanks to the good people at the *Federal Bureau of Investigation* Special Projects Research and Development...I get to *continue my work.*
Which *before* I became *"Doctor Octopus"* and *before* there was a Spider-Man or a Norman Osborn...
Before *all* the nonsense came down on my life...
That's who I was.
My work.

You're under arrest.
Actually, I'm not.
I *have* credentials.
And I have rights.
Oh, and I'm *not* in your jurisdiction.

How did you--
--make me?

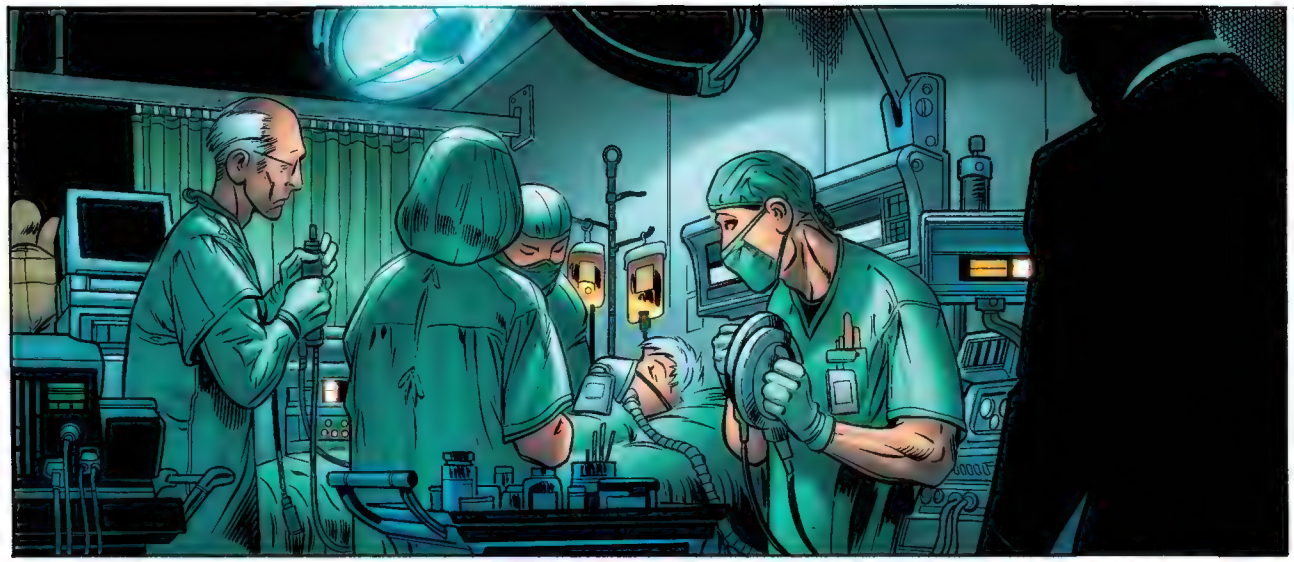
Oh, *that...*
We had a Peter Parker blood sample, Peter Parker.
Confiscated from *your* friend, Doctor Curt Connors- his assistant actually.
Ben Reilly, good man.
And with it we went to work.
And we're in phase three of a super-soldier clone experiment.
And you, sweety, are *proof* that it's working.


Don't!!!

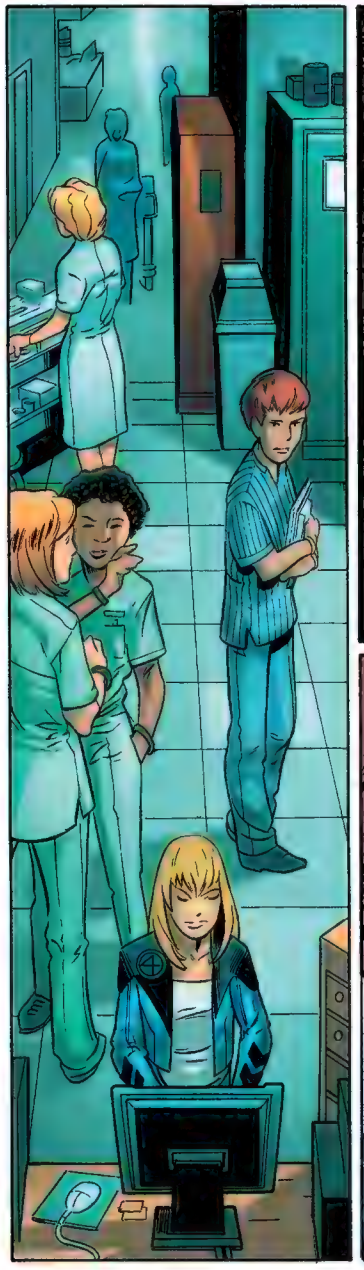
Are you going to *cry?* Is *Spider-Man* going to cry?
I didn't do anything to *you,* boy.
This isn't about *you.*
This is about *my* work.

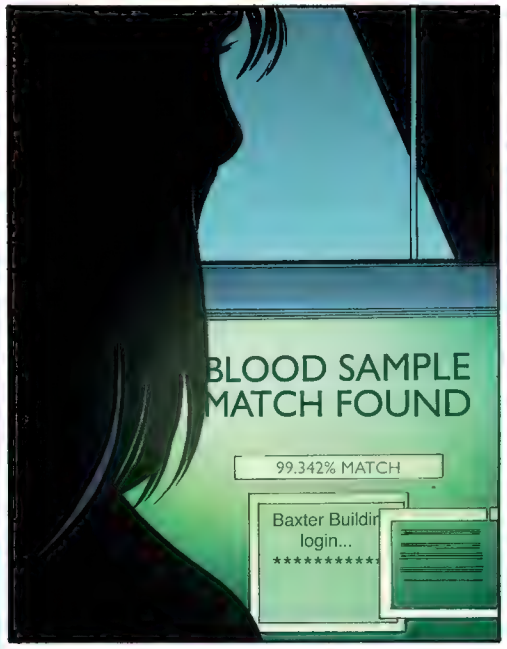
It just so happens that my work completely perverts and destroys every single part of you and your life.

Every.
Single.
Part.

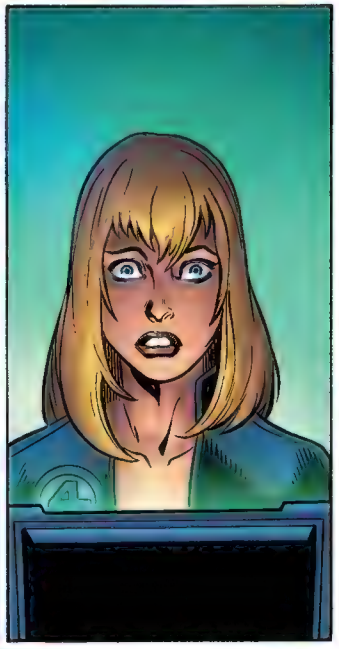


Young man, what I know *now* is that all of our sordid history together...
You and I...
All of our ugly fights as Spider-Man and Doctor Octopus with my metal arms...
What happened, happened for a *reason!*

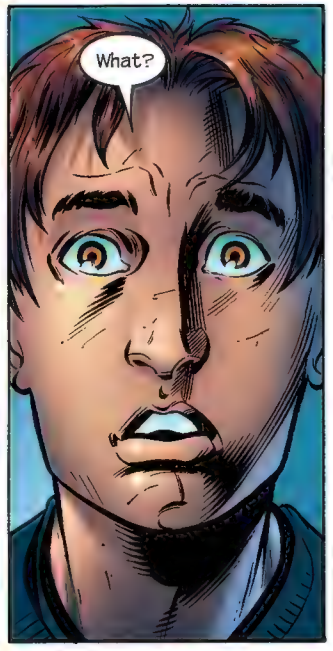


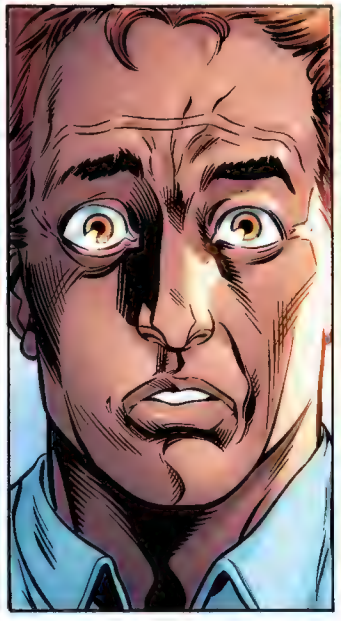

BLOOD SAMPLE MATCH FOUND
99.342% MATCH
Baxter Buildi
login...

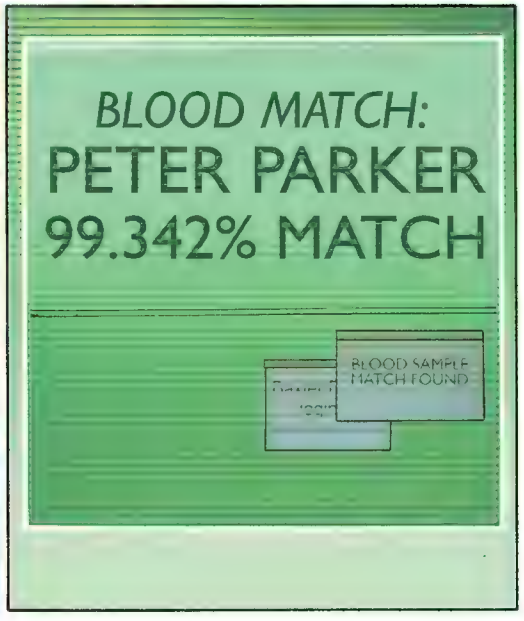
Because of *my "relationship"* with *you* I was then able to take the blood sample and *understand* its unique qualities.
And from there I was able to clone a *female* version of you...
I was able to mutate and biograft you.

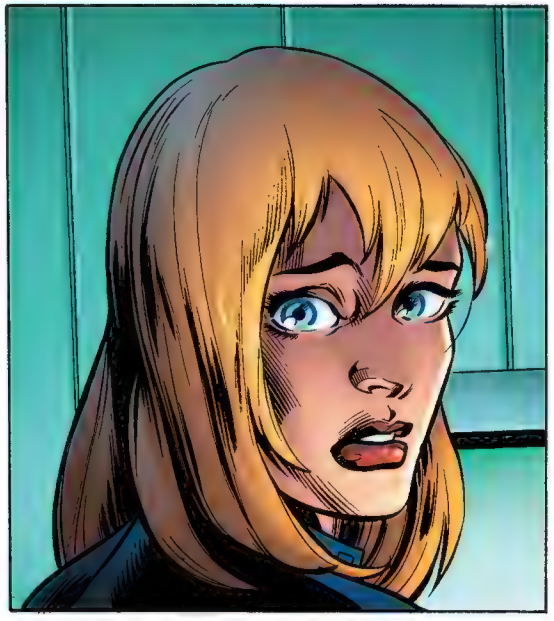


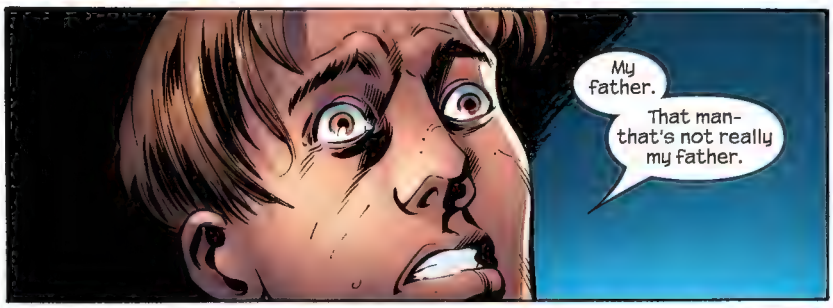
I was able to tamper with one of the clones' aging process and even convince it, through psychic memory implants, that it was your father...

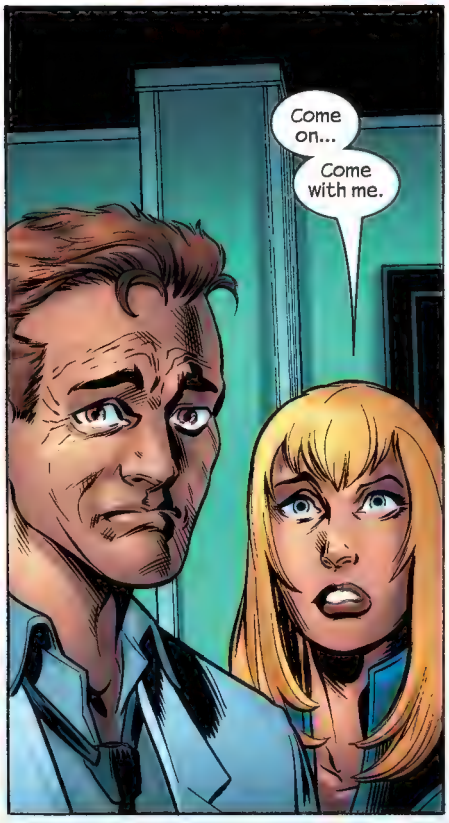

What?




BLOOD MATCH:
PETER PARKER
99.342% MATCH
BLOOD SAMPLE MATCH FOUND





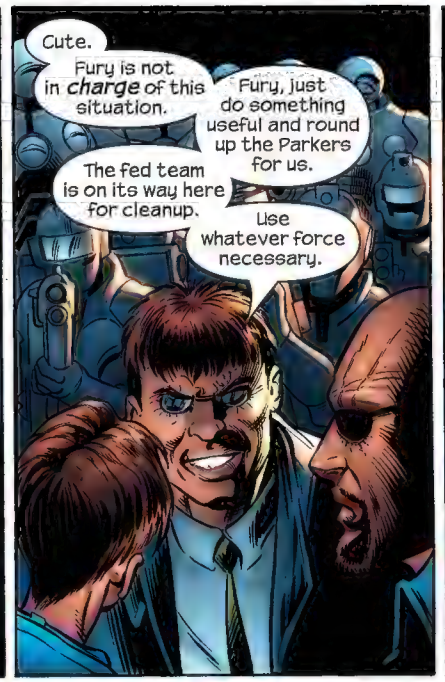


"Your father died in a plane crash, Peter.

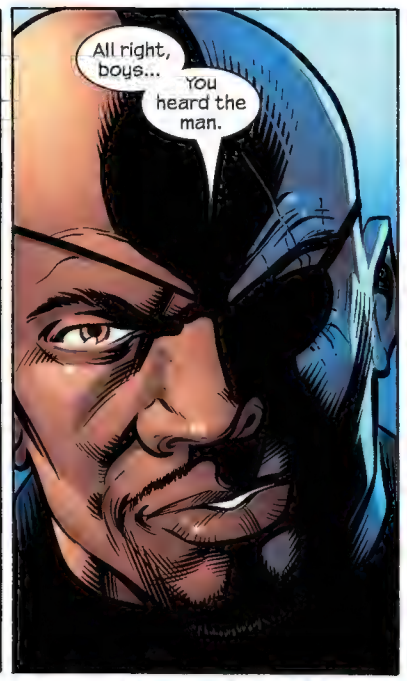
"Wow, you really deluded yourself if you thought that man was your father."

I thought you were supposed to be smart.
You can look at me like *that* all you want.
I'm not the bad guy here.
All the guns in *this* room...are pointed at *you.*
Fury...
I'll make a deal with you...

Send your men for some coffee. Give me/us ten minutes.
After *that*- I'll go with you.
I'll surrender.
We *all* will.


Cute.
Fury is not in *charge* of this situation.
Fury, just do something useful and round up the Parkers for us.
The fed team is on its way here for cleanup.
Use whatever force necessary.

I can *always* make more.


All right, boys...
You heard the man.

Everyone out.
Set a perimeter around the building.
Tinkerer, slide the slayers out.

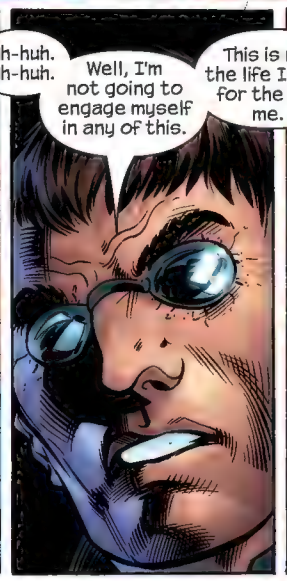
What???
What are you doing?
You're right, Otto.
I'm not in charge of this situation.

You are.
Go be in charge.

Are you insane?? You get back here and do your job!!

We'll be outside.

TOOM


Uh-huh. Uh-huh.
Well, I'm not going to engage myself in any of this.
This is not the life I want for the new me.

I have worked too hard and too- *agghh!*

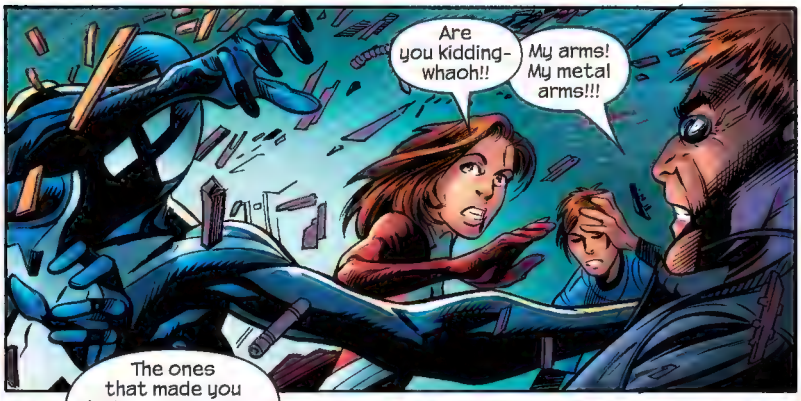
Hi, "Daddy!"
Stop it! Stop it right now!!

Who wants first dibs?
Oh! Oh, now what?
You're going to what?? Hit me? Will that make you feel better?

YES!!

FTANG

Damn it!!!
I wasn't going to bring it to this level, Parker!!

I've tried so hard to keep this part of my life a secret!!
Oh, man!

Are you kidding- whaoh!!
My arms! My metal arms!!!

The ones that made you think it was so funny to call me *Doctor Octopus!!*
KTANG
ARGH!

It wasn't the *arms*, Peter!!!

CHUCK

It was the metal!
I COULD CONTROL THE METAL!!!
To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
104
CLONE SAGA: PART 8
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BAGLEY
HENNESSY
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The Baxter Building, home of the world-famous Fantastic Four.
Mary Jane Watson??
MJ. Call her MJ.
Can you hear me, MJ?
MJ, my name is Doctor Reed Richards of the Fantastic Four and I am a friend of your boyfriend, Peter Parker.
MJ? It's Johnny Storm. You know me!
Whoah! Okay, what are we doing here, Reed?
Do you have your notes on Norman Osborn's work? Please tell me you still have your--
The Oz Formula?
MJ, this is Doctor Storm, and we're here in the Baxter Building.
We have the most advanced equipment in the world and we are going to help you--
I don't think she can hear you, stretchy.
You've been inoculated with Norman Osborn's Oz Formula--
Oh my God.
--and it is doing cytopathic cellular damage.
My- my notes are incomplete.
Hopefully we are going to be able to counter the physical and neurological damage and get you back to your normal, happy life.
I-I-I-I was working on Osborn's findings in my spare time, and I haven't exactly had a lot of--
Can you save her, Dad?
I don't know, Johnny.
You gotta save her.
We'll have to get her medical records off the--
Nnn!!
MJ, its okay!
We're here to help!
Wh- where?
Just listen to the big brain, everything is going to be--
Gah!
AGGHH!!
I want my mmmmaaagGHH!!
Gaagghh!!
Uh-oh...
Uh, we better get the Scorpion clone out of--
NOOOAAAGHHH!!!
Sweet Aunt Petunia on a cracker!

HRRAAGGHHH!!!
FBOOOM
HUUUAARRGGGHH!!!

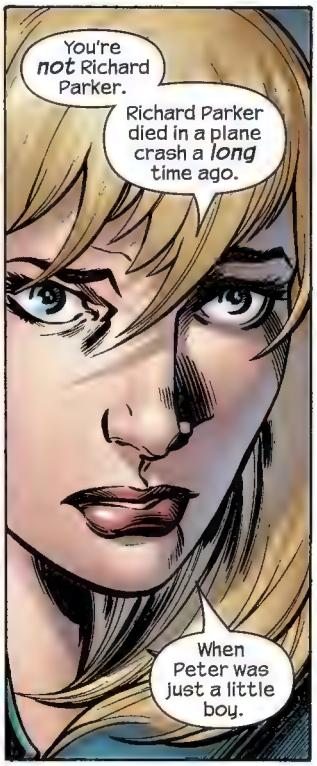
You took me to the roof of the hospital?
I thought it was somewhere quiet.
We could have...a moment.

So what was your name again?
Sue Storm.
Fantastic Four?
Yes.
A super hero, just like my son.
Well...

So why are we up here on the roof?
Your "son."
Your son, Peter Parker...
Yes. Peter Parker.

Dr. Parker, look...
Richard.
Richard...
Look at your hands.

Do those look like the hands of a forty-something-year-old man?


You're not Richard Parker.
Richard Parker died in a plane crash a long time ago.
When Peter was just a little boy.

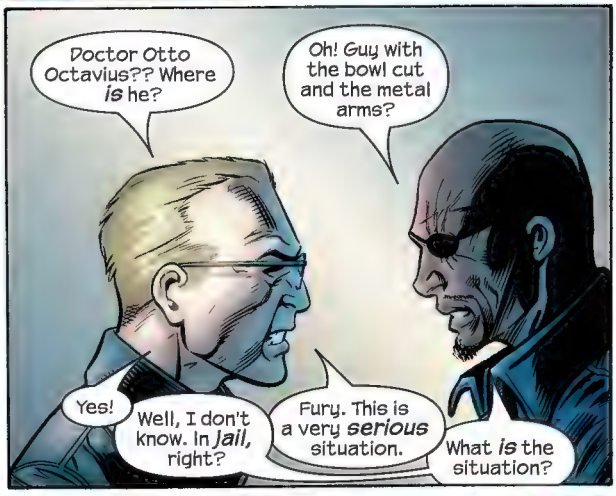
No! That's- see that's what--
You're a clone of Peter Parker.
You're a manufactured experiment.
A copy that- that's been altered to age and given memories that--
But I--
You are not a doctor.
You didn't know what to do when Peter's Aunt May collapsed.
A doctor- any doctor would know what exactly to do when--
You're trying to trick me.
I'm not.
You're a liar!!
I'm not.
I remember my life!
Your blood sample. It matches Peter's exact DNA spiral.
YOU'RE A LIAR!!!
(Liar...)

HALT!!
My name is Nick Fury and this situation is under S.H.I.E.L.D. control!!

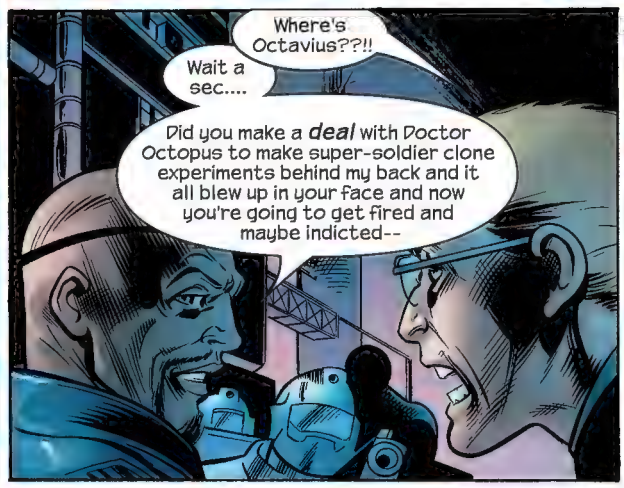
Yeah, uh-huh... Henry Gyrich, FBI!!!
We *have* the situation here, Henry. Send your farm boys home.
Fury, this is an FBI operation. So, no offense, *you* stand down.
Oh yeah?
Yeah!
FBI

Fury, where's Doctor Octavius?
FBI
FBI
FBI

Who?


Doctor Otto Octavius?? Where *is* he?
Oh! Guy with the bowl cut and the metal arms?
Yes!
Well, I don't know. In *jail*, right?
Fury. This is a very *serious* situation.
What *is* the situation?

I *know* you know.
Know what?
Stop it! What are you *doing*?
Defending the country. What are *you* doing?


Where's Octavius??!!
Wait a sec....
Did you make a *deal* with Doctor Octopus to make super-soldier clone experiments behind my back and it all blew up in your face and now you're going to get fired and maybe indicted--

Is he in there?

"Is who in where?"

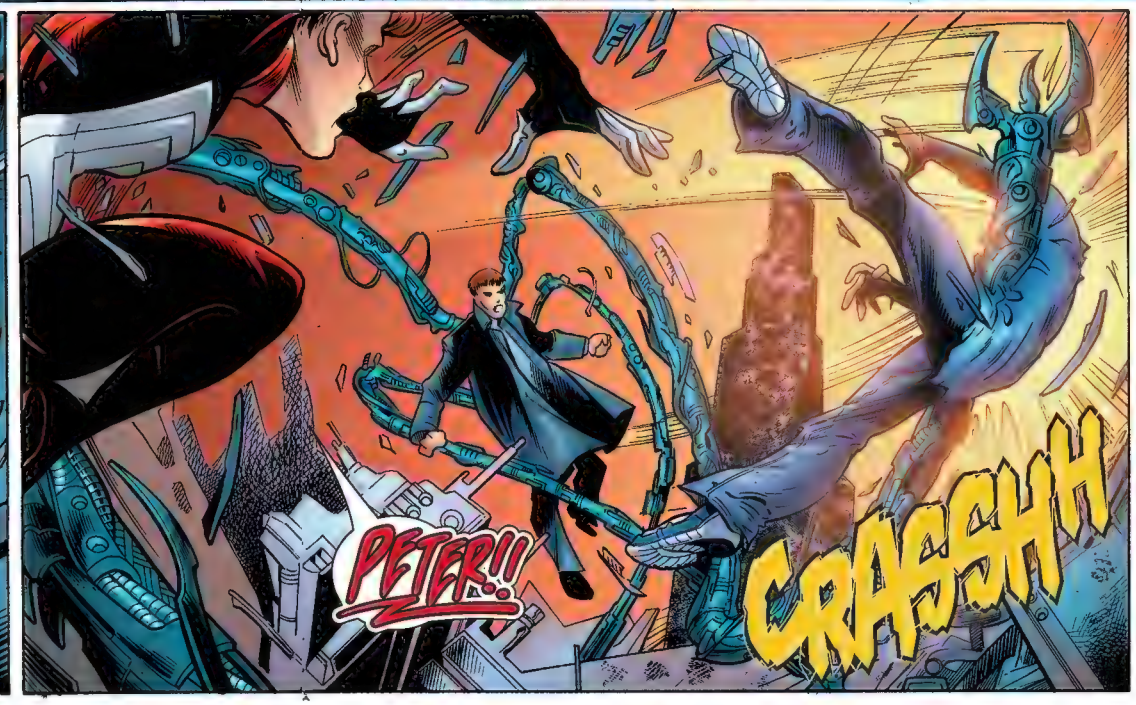
FOOM

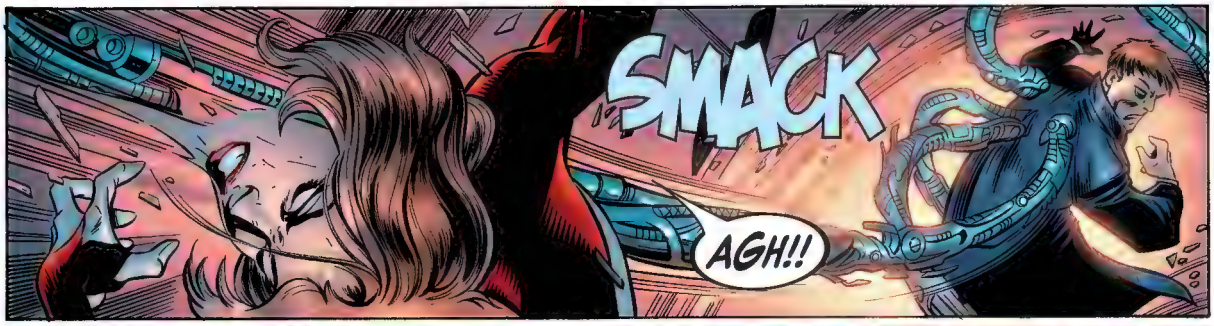
FOOM

I'm not going to mess around with you two!!

You understand me?

Jessica, surrender right now or I'll kill you and just clone another!!

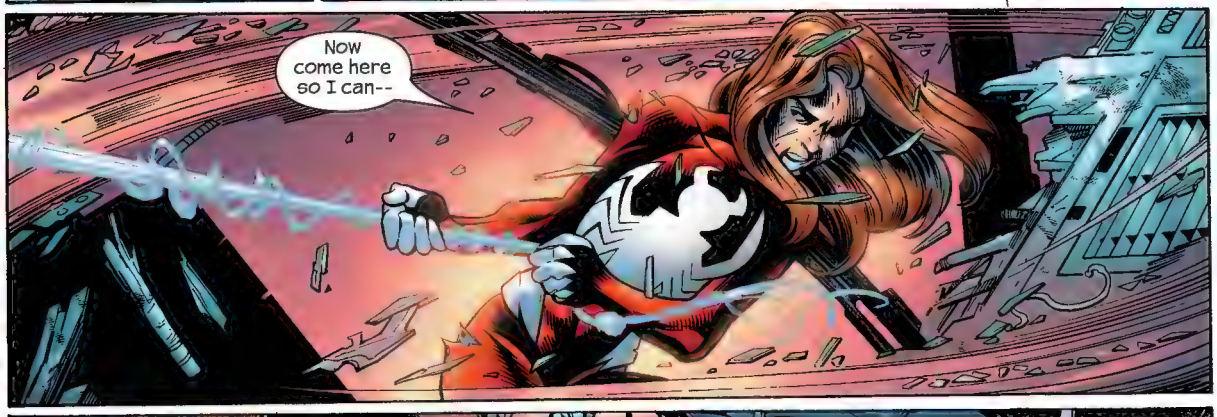



SMACK
AGH!!

CRASH
Hhgaaggh!!

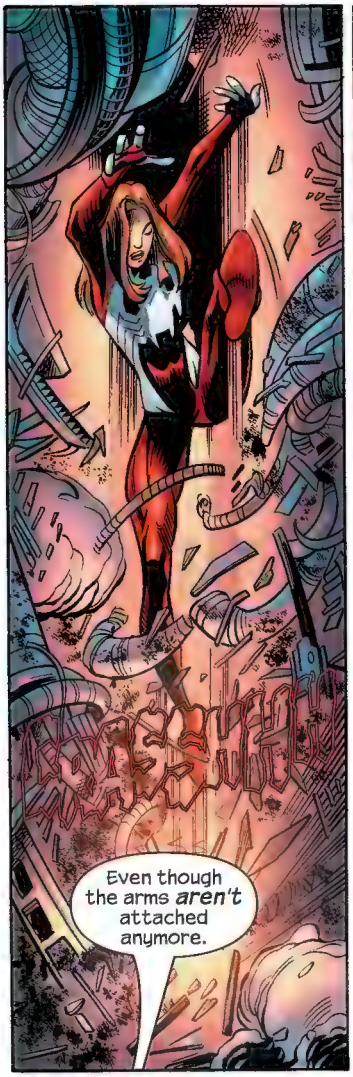
SHHWAPP
The two of you together are nothing but a big--
Shush, no one cares!

SHHWAPP


Now come here so I can--

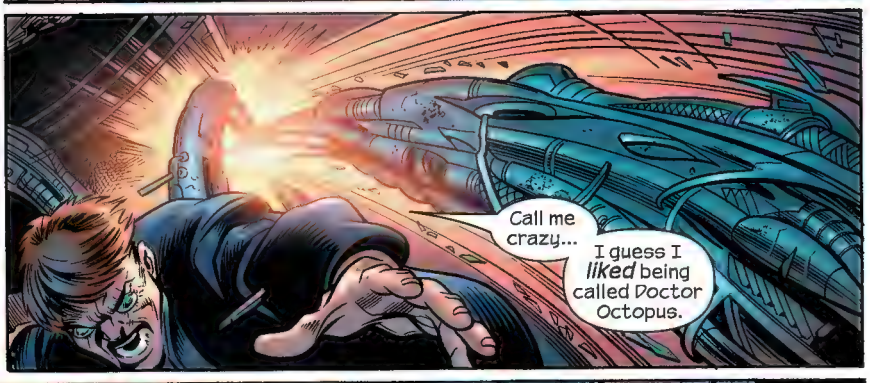
Tsk--

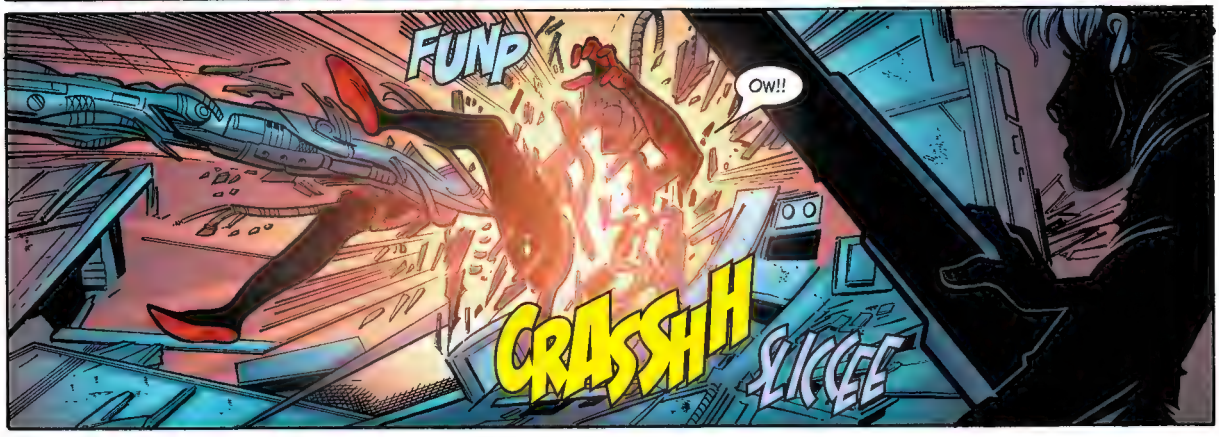
Using Peter Parker's same old tricks.


Even though the arms *aren't* attached anymore.

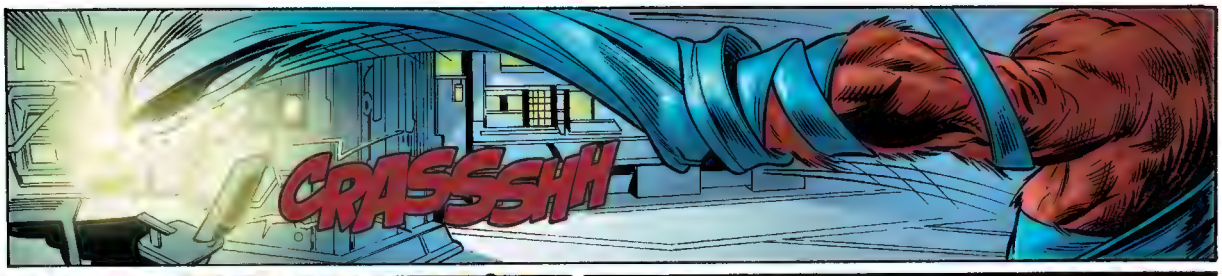
And I just *told* you that.

Maybe I don't *need* to make arms.
But I *like* them.
I got *good* at them.

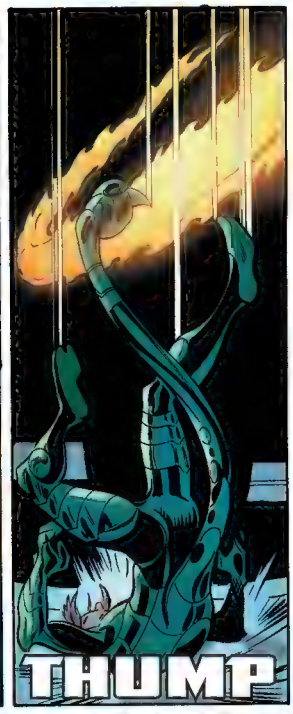

Call me crazy...
I guess I *liked* being called Doctor Octopus.


FUNP
Ow!!
CRASSHH
SLICCEE

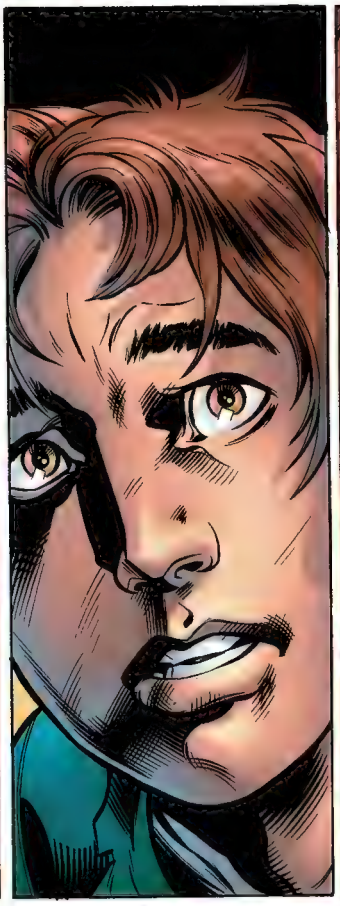
Johnny, the fire isn't calming her!!
I was just trying to--
It's not working!!
MJ, please!!!
Just try and focus!!
YRAAGHHH!!

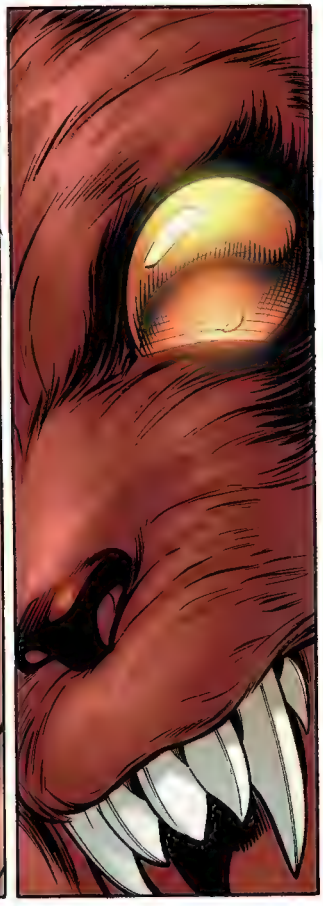

CRASSSHH

Ouchy!!
SHABOOM
CRACKKEEE
BOOM
Oh, great.
Now I have to reset the Tivo.

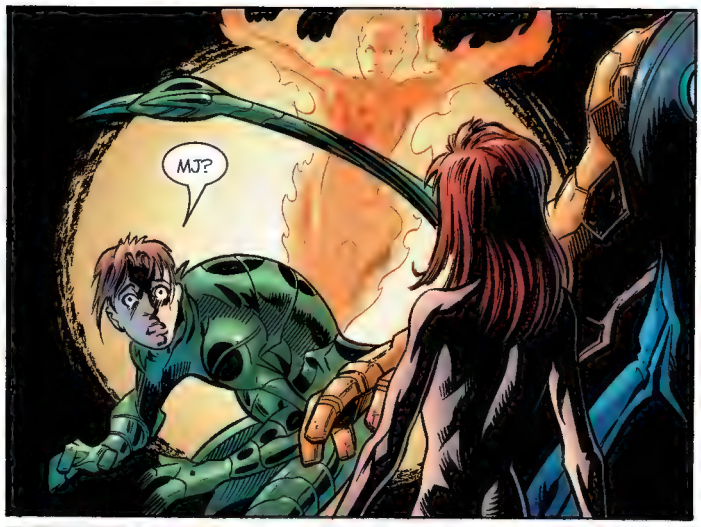

THUMP

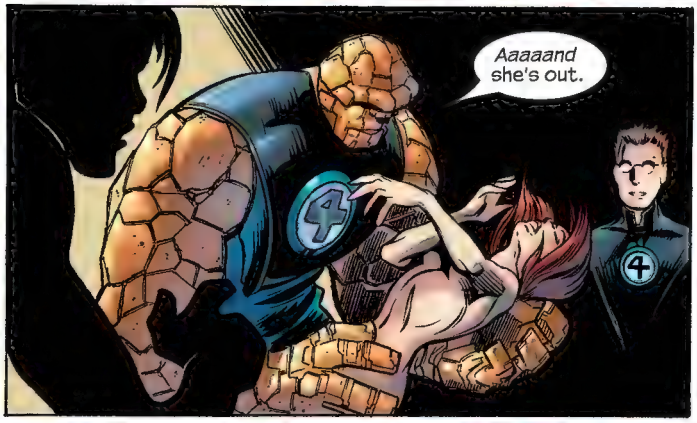
CRASSSHH
Reed, let *go of her!*
Let me try some good ol' monster wrestling holds.
HHRAAGGH!

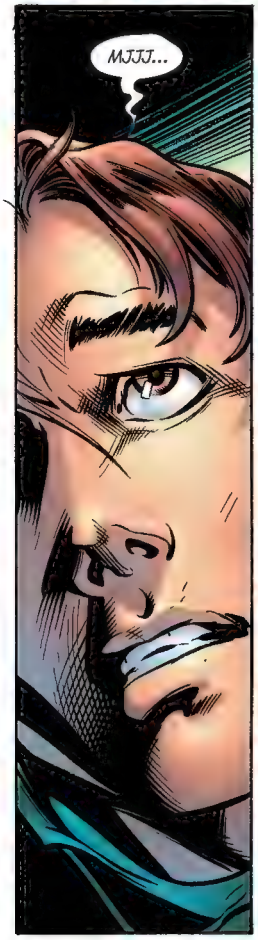




RRRR
Peter?!!


MJ?


Aaaaand she's out.


MJJJ...

Well...
I found my Oz notes.
Ben, get that Peter clone into holding cell nine.
That could have gone a *lot* worse.
We're lucky.
Yeah, I *feel* lucky.
CLUMP

Young man, at this point it's just immature of you to not admit defeat!!!
It's done!!
Whatever.

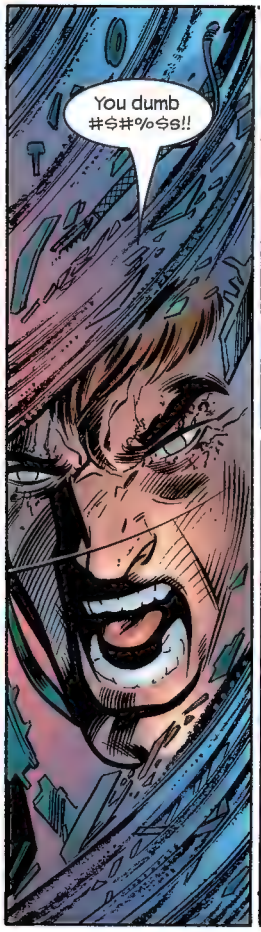
Embrace it!!
This is what defines you as a man!!
How you handle just this kind of--

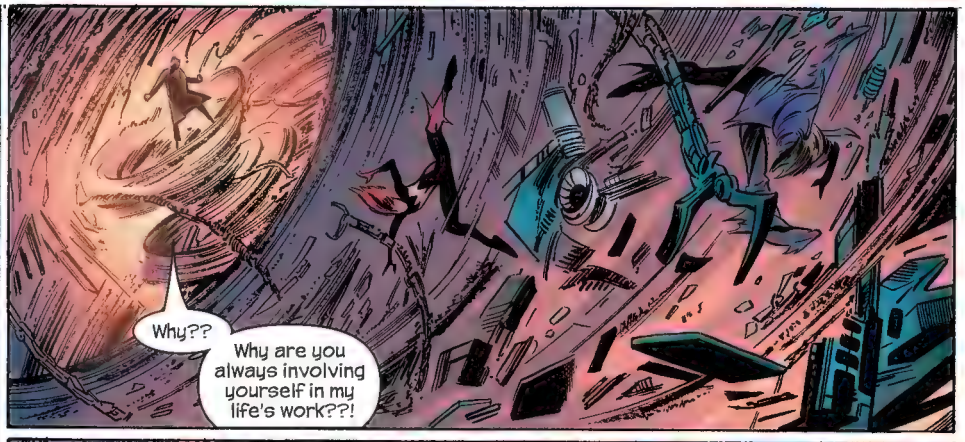
SMASH

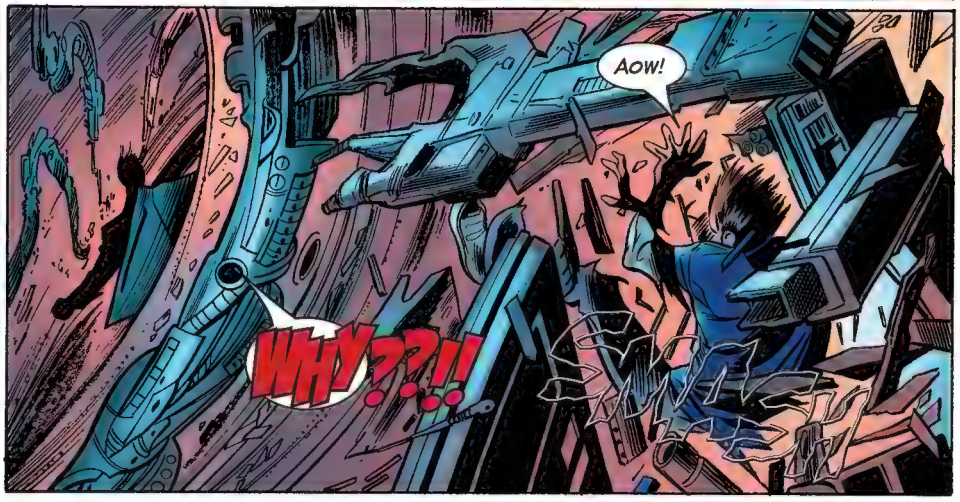
No witty repartee this time?
THUMP
WHOOSH
That's how I know you're scared, little boy.
No, *that's* how you know...
He's *serious!*
CRACK
AGH!!
Oof!
CLANG

Embrace it, chuckles!!
It's what defines you as a--

SPAUCHH
Whoops!


You dumb #$#%$s!!

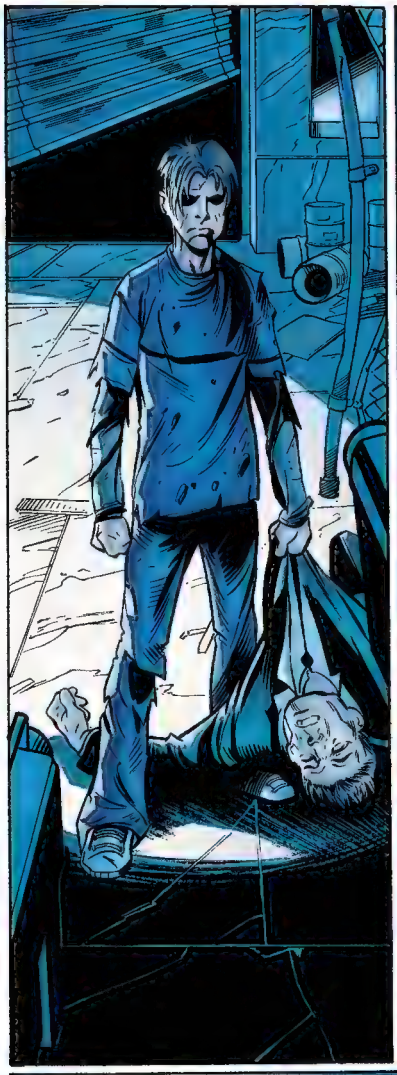

Why??
Why are you always involving yourself in my life's work??!


Aow!
WHY??!!

SPLASH
SPLASH
RrrrrDie!!!
SPLASH
Just die!!
SPLASH
Nuh!
Ha!
ARGH!!
CRASH
Ah!
Hey, this ain't metal, is it?
Yeah, or this!

Guh!
Buh!
That- that felt good.
It's lame it took two of us.
Well, he had six arms.
True.
Is he dead?
Tsk.
Yeah.
Oh man... this is so weird.
Oh my God...they both are.
This is weird.
Well, let's go.
Go where?
I made a promise.
You're going to surrender??
I made a promise.
Oh, forget Fury. He- he made Spider-Slayers!!
You know, as in to slay you!
I have to face this.
There's nothing to face.
If I run, they'll chase me.
MJ and my aunt's health and safety are more important than--
I'm not standing here arguing with myself.
Where are you going?

You are messing with the wrong guy, Fury!!
I know about all your dirty deals!!
So give me Octavius or I will bring you up on charges in front of the Grand--
Um--



Where's the- uh- the girl you?
Yeah, um- she left.

Team Ten! The spider-girl is out in the open.
Two of the- the clones died. They're in there.
Two down? Good.

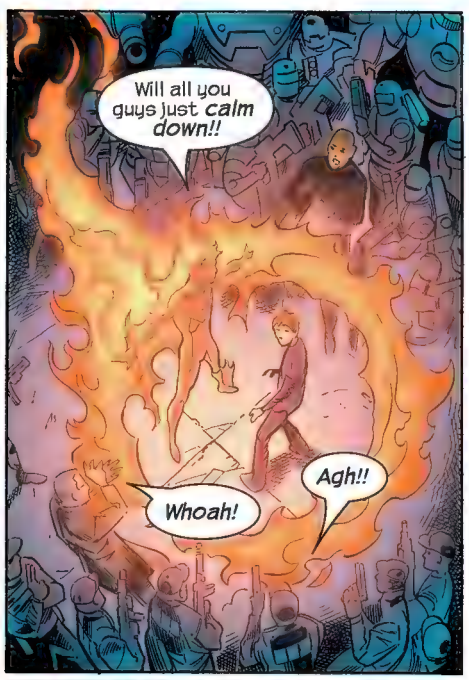
Good?
Who are you?

You're the FBI?
You made a deal with Octavius to clone me?

For what? For "thanks for being a good guy who brought you a bad guy?"
You go and hire that bad guy to do this to me?
Tell me- I really want to know--
Is there any part of you that understands how insanely evil you are??!!

Listen to me, you lousy piece of--
Peter??!!

Are you okay??
No!!
Storm, I told you and your family to stay away from this--
We have a situation here, kid!!


Will all you guys just calm down!!
Agh!!
Whoah!

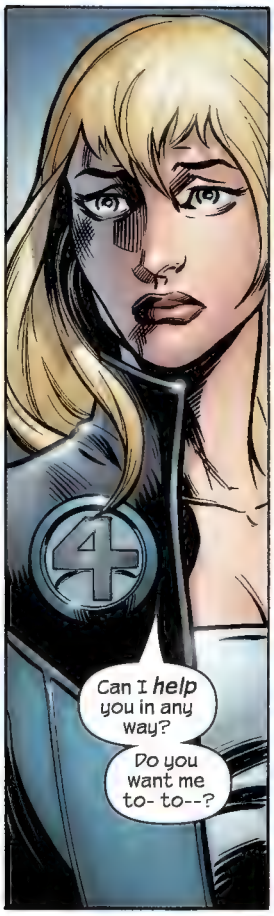
MJ?

Come on.

Storm!!
(Jeez.)
Alpha Ten- this is One-Eyed Eagle.
Send some of the A team over to the Baxter Building. Tell everyone to suit up.

Johnny!
Who's Johnny?
My brother.
That's him.

The guy on fire?
Huh.


Can I help you in any way?
Do you want me to- to--?

I just want to sit here.

Okay.

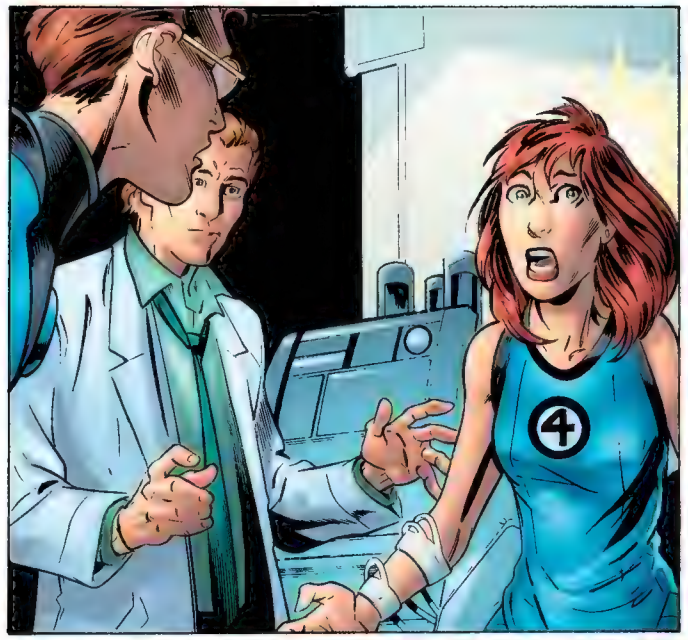
Will you be his friend?

Who?
Peter.
He's going to need friends after this.

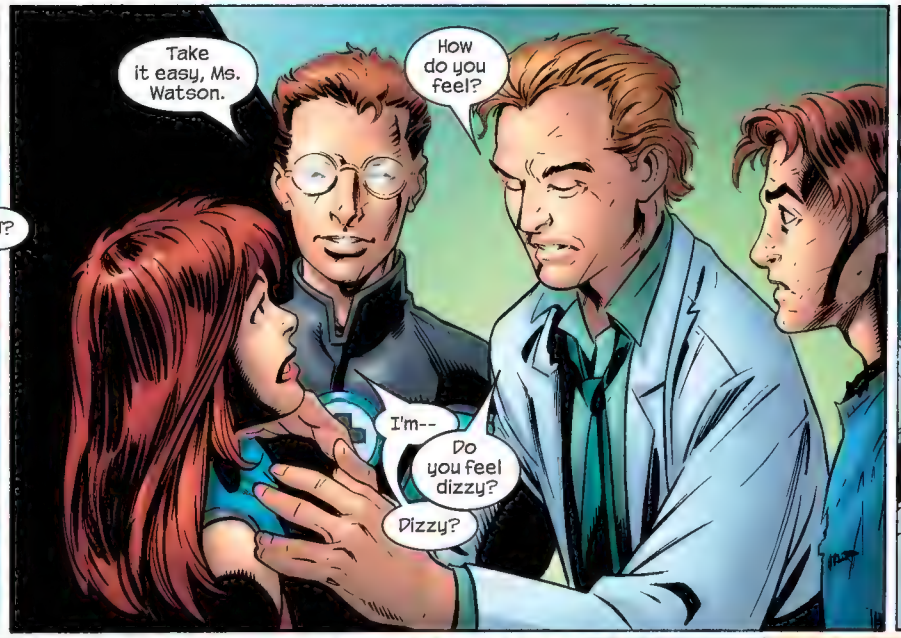
He's going to need people and he probably won't--
He's an orphan.
He just doesn't think to rely on other people for help.
Will you do that? Will you be a friend if he needs it?

Of course.
Thanks.
Thanks for everything.
Tell--
Tell your family I--

Is she--?
Well, we isolated the Oz compound and--
Hold on...
We have a synapse fluctuation!!
Show me the E-cat reading and get me a line to the hospital in case we have to- hold on.
We should get Sue back here.
Hold on!!
GAAHH!!
MJ?!!
Let them work.

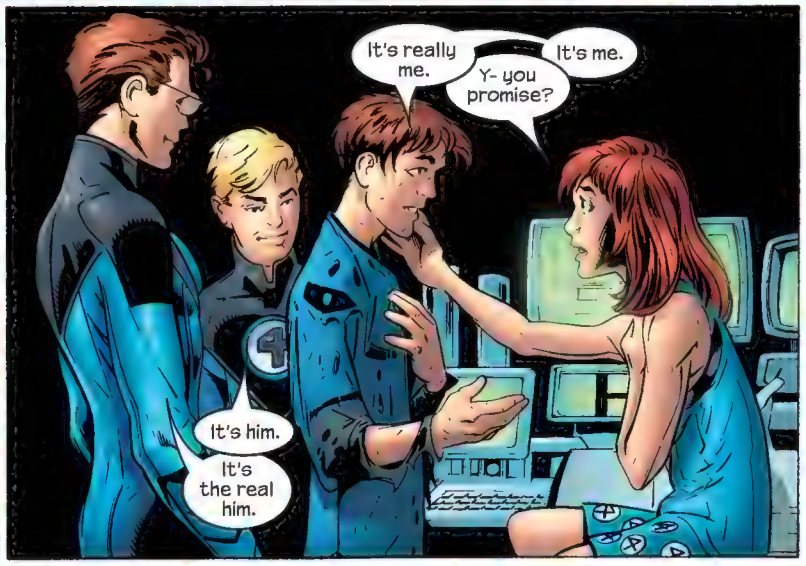


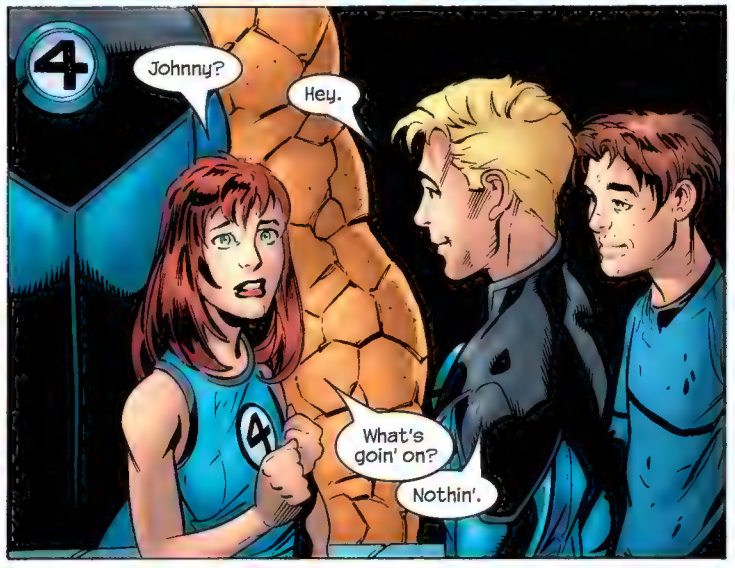
MJ?


Take it easy, Ms. Watson.
How do you feel?
I'm--
Do you feel dizzy?
Dizzy?

Do you feel you might throw up?
...Peter?

Are *you* really you?


It's really me.
It's me.
Y- you promise?
It's him.
It's the real him.

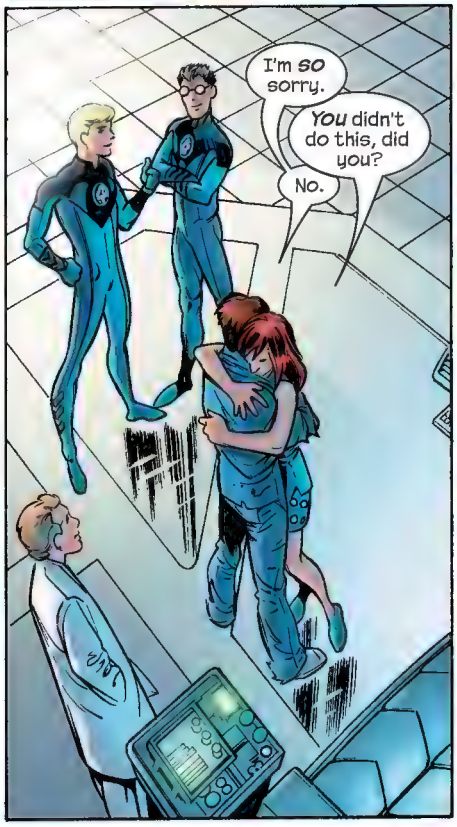

Johnny?
Hey.
What's goin' on?
Nothin'.

Long story short.
Doctor Octopus cloned me *and* Gwen Stacy and the clones escaped and Aunt May had a heart attack and one of them kidnapped you.

(Oh my God.)

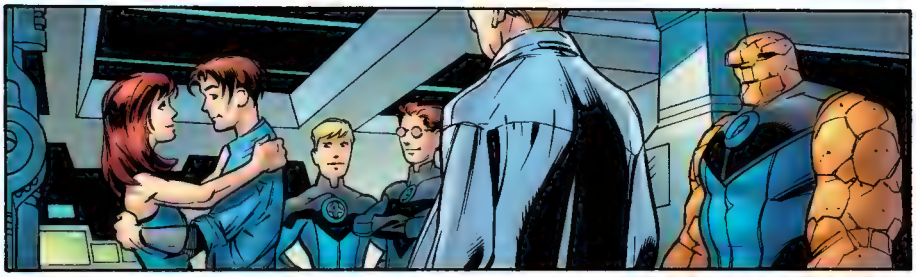
Oh my God!

Oh my God!!
What?
A *clone?*
Hug the guy.
He's been through a lot.


I'm *so* sorry.
You didn't do this, did you?
No.

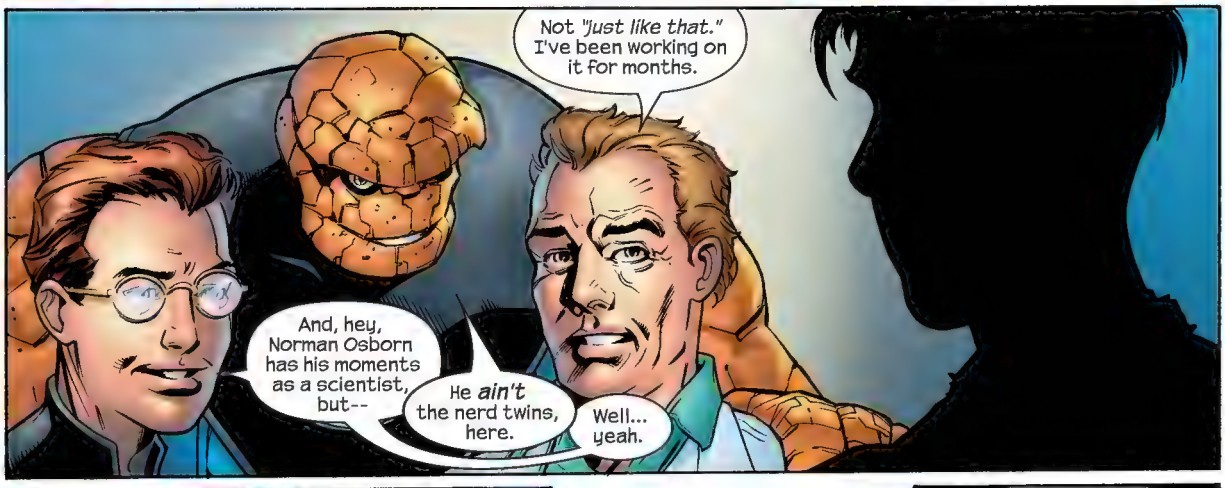
Then why are *you* apologizing?

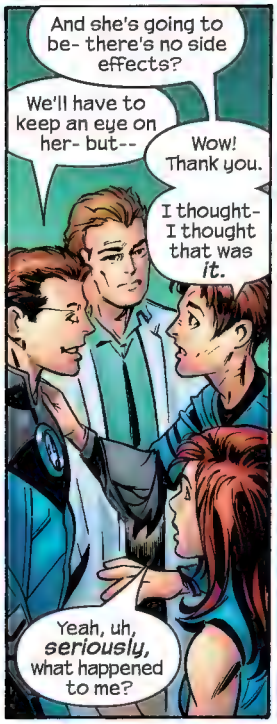
I love you, MJ.
You were right and I was wrong.
I almost lost you.
I-I love you.

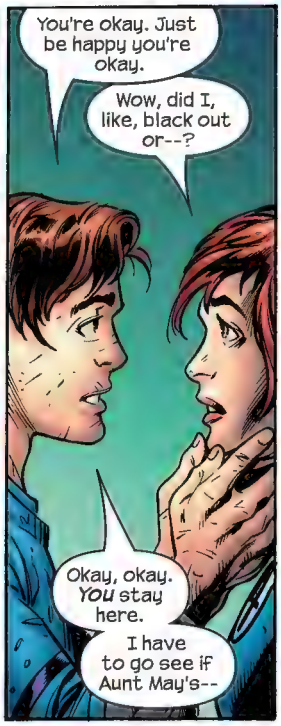


She's going to be okay?
We- Doctor Storm and I- this is Doctor Storm--
Hi.
--found a reactor to the Oz strain.
Basically a counter agent. An antidote to the Oz Formula.

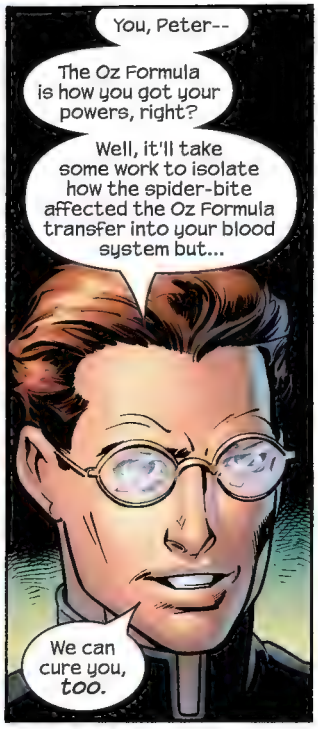
What happened to me?
Just like that? She's okay now?


Not "just like that." I've been working on it for months.
And, hey, Norman Osborn has his moments as a scientist, but--
He ain't the nerd twins, here.
Well... yeah.


And she's going to be- there's no side effects?
We'll have to keep an eye on her- but--
Wow! Thank you.
I thought- I thought that was it.
Yeah, uh, seriously, what happened to me?


You're okay. Just be happy you're okay.
Wow, did I, like, black out or--?
Okay, okay. You stay here.
I have to go see if Aunt May's--

I'll come.
No.
Well, wait, there is one thing...
What?
Oh no...


You, Peter--
The Oz Formula is how you got your powers, right?
Well, it'll take some work to isolate how the spider-bite affected the Oz Formula transfer into your blood system but...
We can cure you, too.

You don't *have* to be Spider-Man anymore.
It's your choice.

ULTIMATE
SPIDER-MAN
ISSUE
105
CLONE SAGA: EPILOGUE
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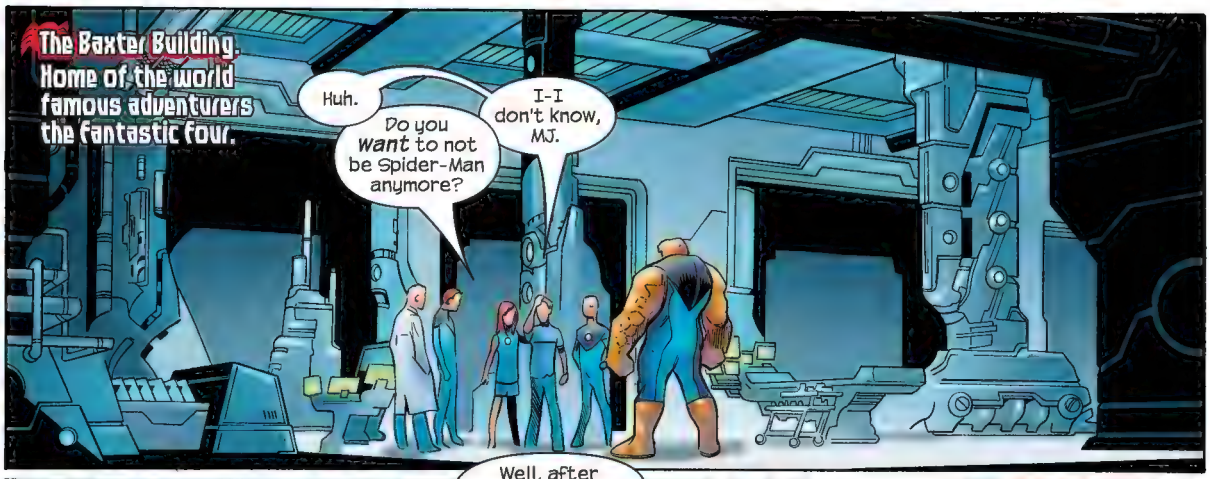
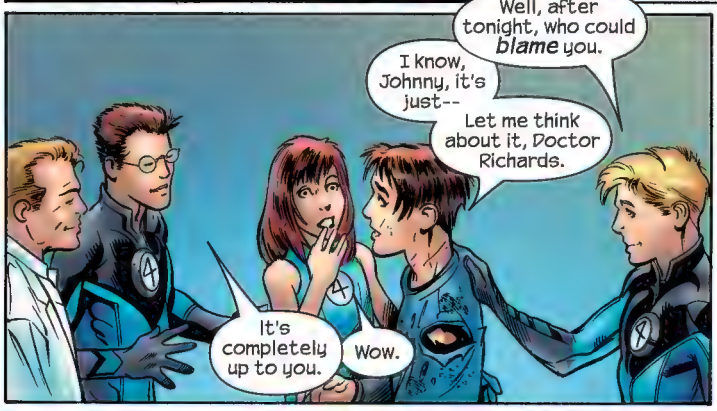
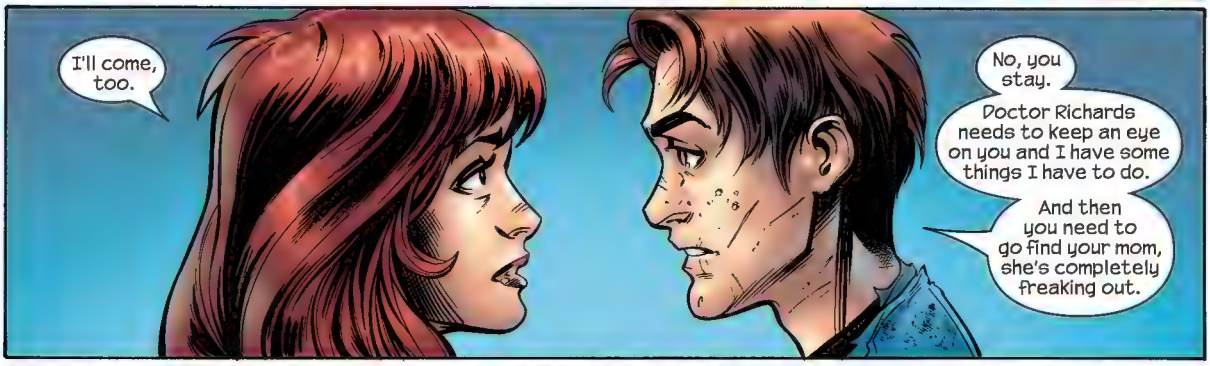
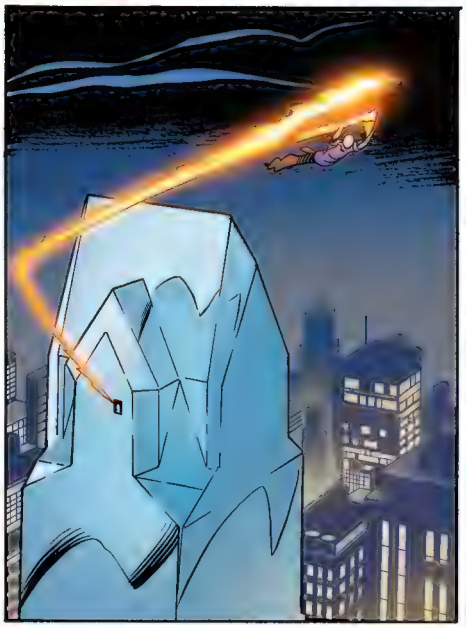
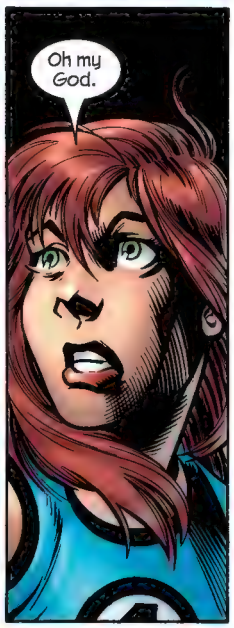

The Baxter Building. Home of the world famous adventurers the Fantastic Four.
Huh.
Do you *want* to not be Spider-Man anymore?
I-I don't know, MJ.


Well, after tonight, who could *blame* you.
I know, Johnny, it's just--
Let me think about it, Doctor Richards.
It's completely up to you.
Wow.

Thank you for saving MJ.
Seriously.
I'll- I'll never be able to thank you enough.
For MJ, for coming to my rescue. But I have to go. My aunt.


I'll come, too.
No, you stay.
Doctor Richards needs to keep an eye on you and I have some things I have to do.
And then you need to go find your mom, she's completely freaking out.

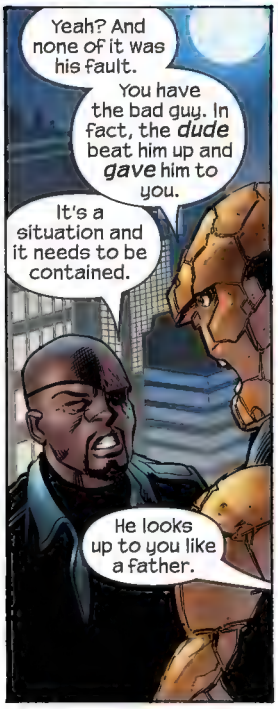



Oh my God.

Where's Peter Parker?

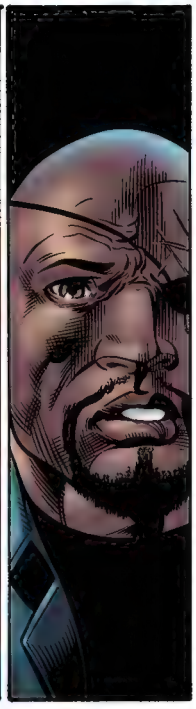
Who?

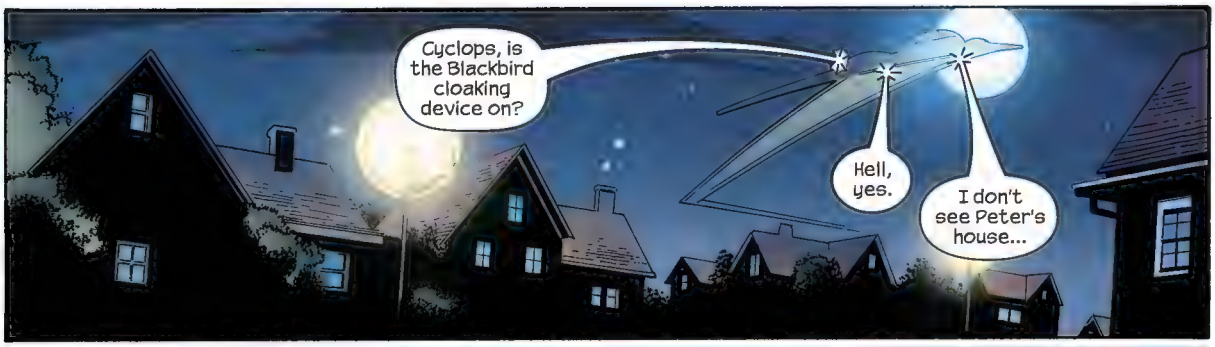
Kid, I'm this close to bringing you *all* up on charges.
Fury, why are you treating the dude like *he's* the bad guy? He's *so* not the bad guy.
No. He *wasn't* the bad guy.
But he *was* the weapon of choice of the bad guy and that situation has not been contained.

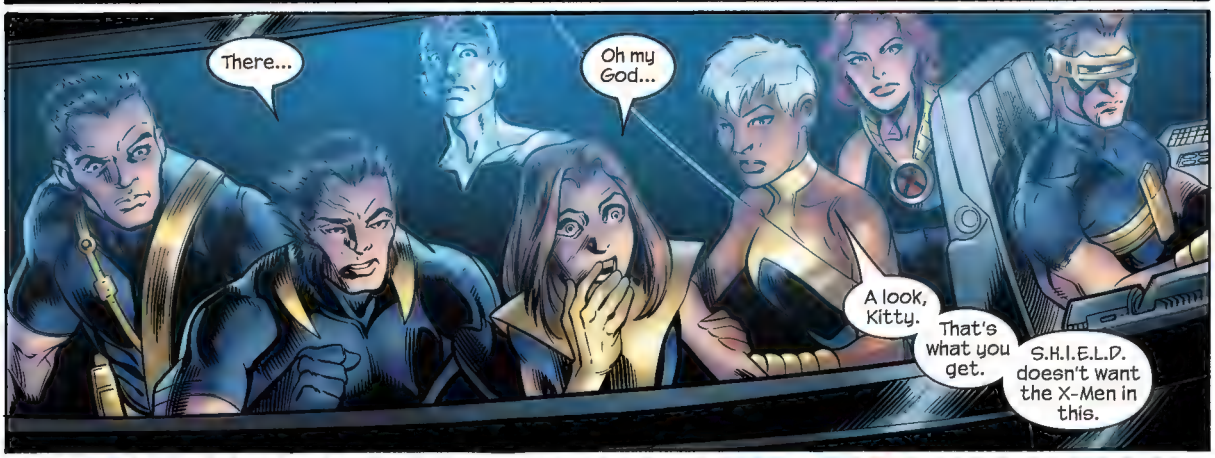

Yeah? And none of it was his fault.
You have the bad guy. In fact, the *dude* beat him up and *gave* him to you.
It's a situation and it needs to be contained.
He looks up to you like a father.

Do you *know* that? He'll kill me for saying this, but- but he *does*.
He wants to be *you* when he grows up. He wants to be on your team.
He wants to be the greatest hero in the world.
Even after *all* of this.
4

And you're just going to- what? Throw him in jail? Because... why?

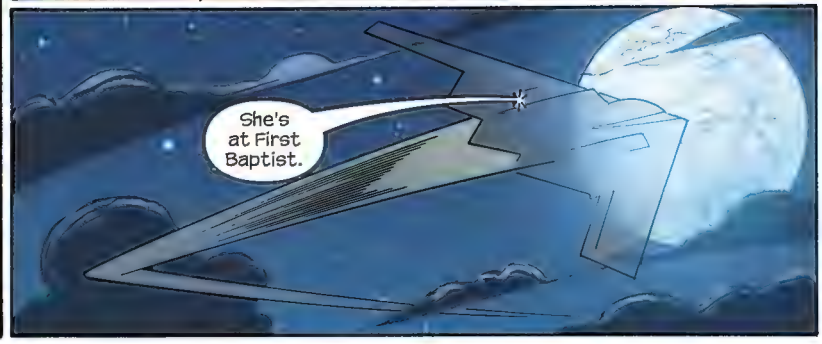



Cyclops, is the Blackbird cloaking device on?
Hell, yes.
I don't see Peter's house...

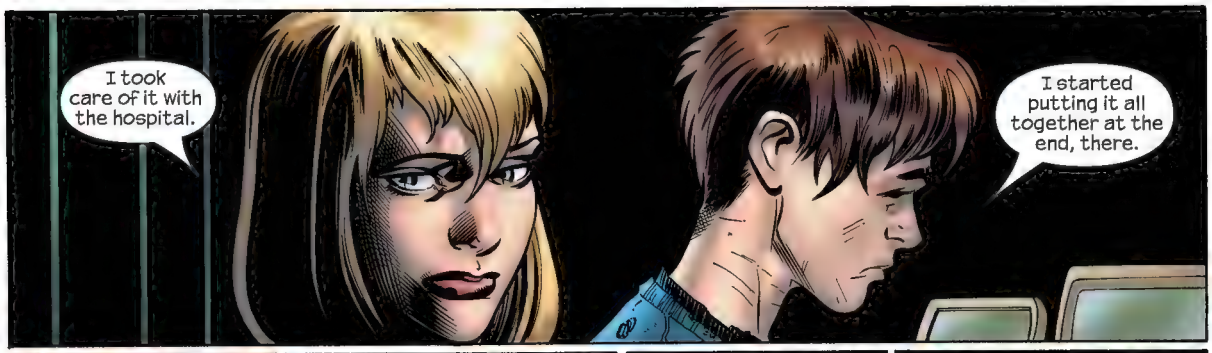

There...
Oh my God...
A look, Kitty.
That's what you get.
S.H.I.E.L.D. doesn't want the X-Men in this.

We have to find *Peter*.
What?
Oh.
I'm picking up some random thoughts from the S.H.I.E.L.D. agents down there...
His aunt had a heart attack.

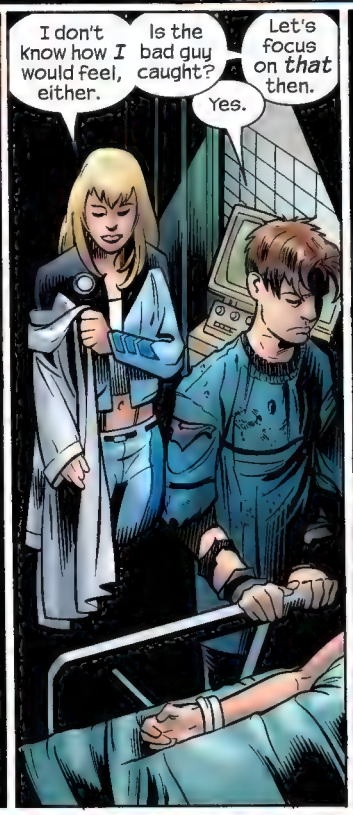
Oh my God!

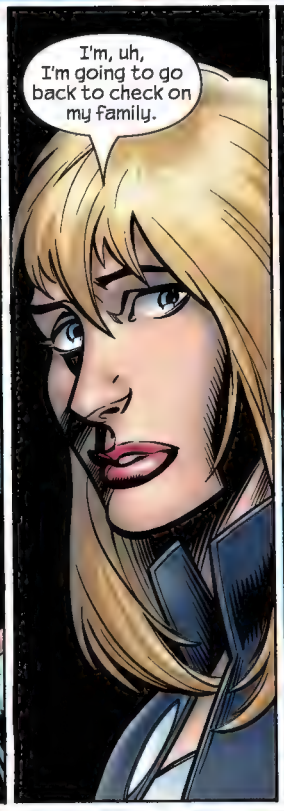

She's at First Baptist.

Is she?
It was a heart attack.
It was my fault, Ms. Storm.
I don't see how that could be.
Can I tell you something that- that--
(Well, there's no easy way to say *this*.)
That that guy wasn't my father.
Yeah.
And he was a clone and he didn't make it, did he?


I took care of it with the hospital.
I started putting it all together at the end, there.

I don't know how I'm supposed to feel.


I don't know how I would feel, either.
Is the bad guy caught?
Let's focus on *that* then.
Yes.

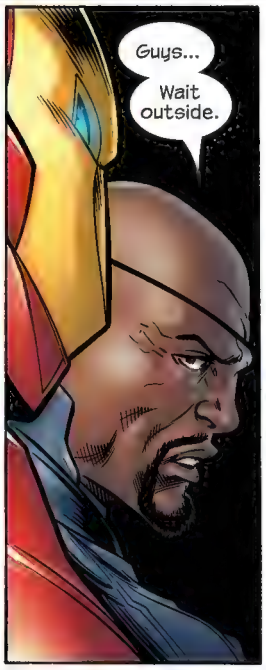

I'm, uh, I'm going to go back to check on my family.

Doctor Storm...
Thank you.

Not necessary.

Gkk...
I know I should have *told* you.
I know that now.
The reason I didn't was I was scared of *this*.
This *exact* thing.
And- and it happened anyhow.
And- and the *same* thing happened with MJ.
I was so scared of this *one thing* happening to either of you and I tried so hard to *not* make it happen and it happened *anyhow*.
And- and now I know why...

I was lying.
I was lying to you.
I didn't trust you as much as you trusted me and--
And- and what hurt the most was--
--you said I wasn't your son.
Because to me...I *am* your son.
I am. I *have* to be.
Because to me, you're my mom.
Yeah?
What now?

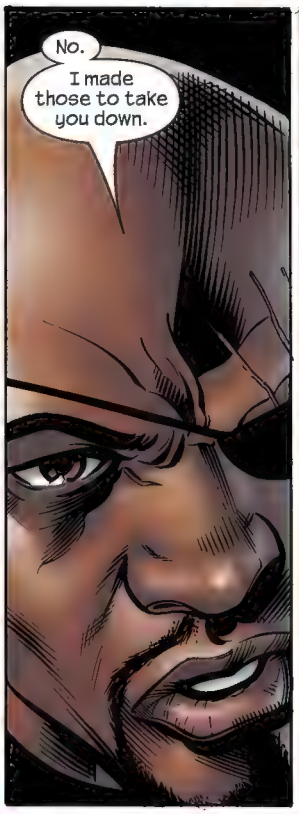

Guys...
Wait outside.

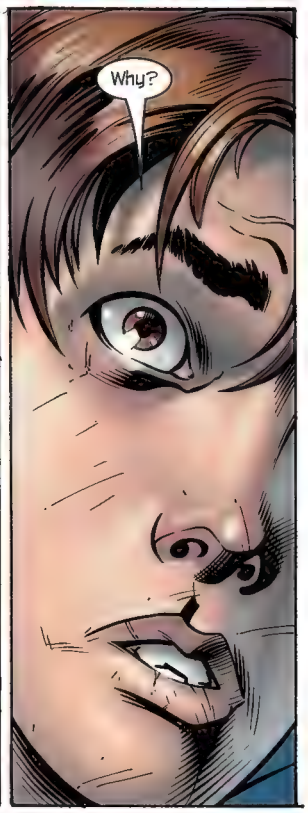
Kid...
Do you know why I came to your house tonight?
Do you know why I had to invent Spider-Slayers and come to your house tonight?

Really??
No.

Because the situation was in the open, out of control, and an immediate threat to civilian life.
And you were at the center of it and it had to be resolved quickly.

And you had an army of *me*-slaying robots all ready to go, just in case one day a bunch of *clones* of me *happened* to be invented and *happened* to go all nuts?
Wow, *that* is some forward thinking.


No.
I made those to take you down.


Why?

Because I'm a study of human moves, kid.
And with all that has happened to you, with all that's been said and done to you and by you...
It looked to me as if we were all witness to the birth of the next big super-villain...
And I wanted to be ready.
Me?
The next big super-villain. Me?
Kid, all the stuff that's happened you...you are well within your rights to snap.
And it's my job to be ready if and when someone like you does just that.
Your dad, your uncle, Harry Osborn, vampires, Doc Ock, Kingpin...
You flipping out on me at the pier that day.
It looked like you were going to snap.
But I didn't!
No, you didn't.
All this tonight and you still didn't.
So you were wrong...
Yes.
THANK YOU!!
In fact, now I see that the opposite is true.
Now I see... that I am watching the birth of someone really special...
That is if you don't %^$# it all up before you graduate high school.
Are you going to see Reed Richards now?
Yeah, actually.
Tell him...
Thanks but no thanks.
Tell him I'll pass on the offer.
Petr...
R'you r'ok?

Are you?

So, whasss goin' on?

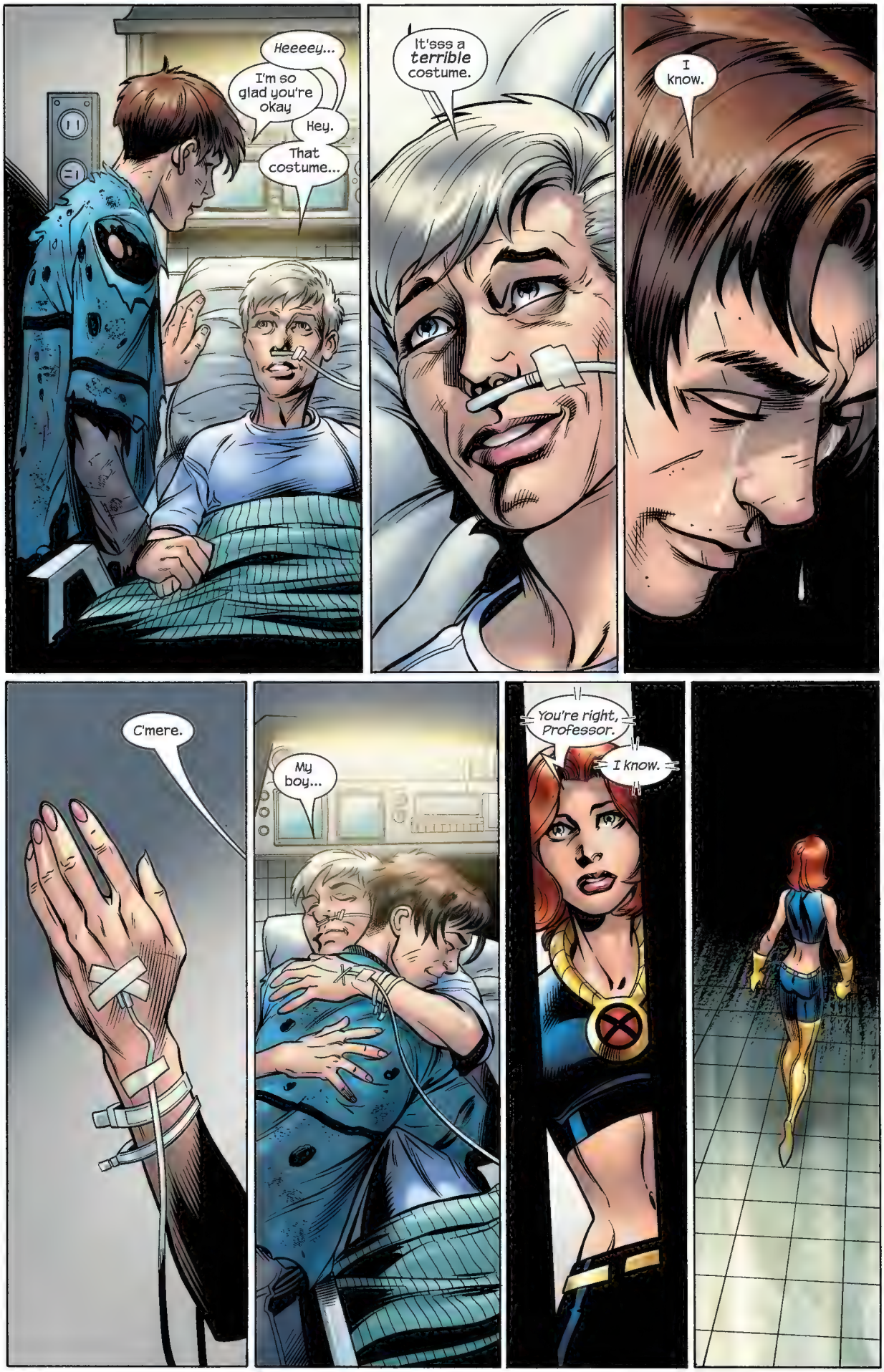
There.
Oh... her thoughts. She knows he's Spider-Man, now.
Professor, can you hear my thoughts?

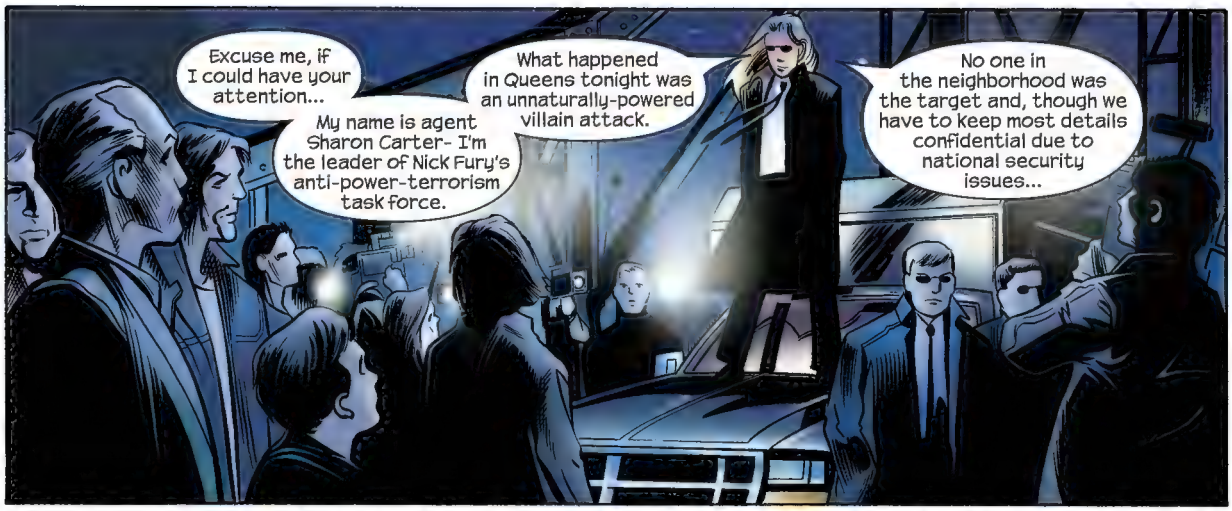
Yes, Kitty.

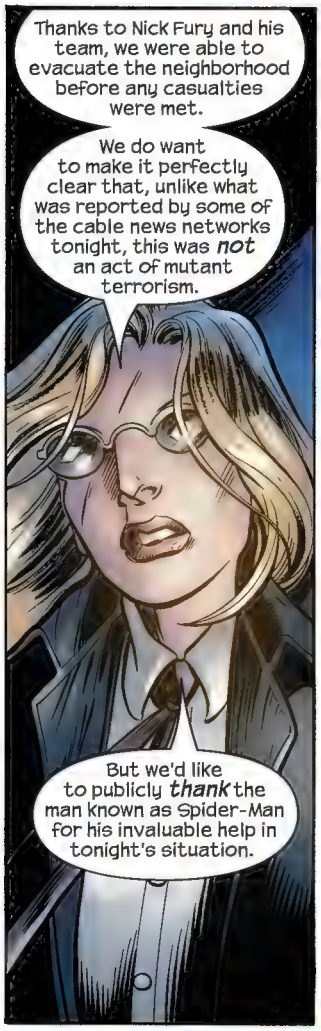
I need you to- to psychically make Peter's aunt forget he's Spider-Man.
Make her forget what's happened tonight.

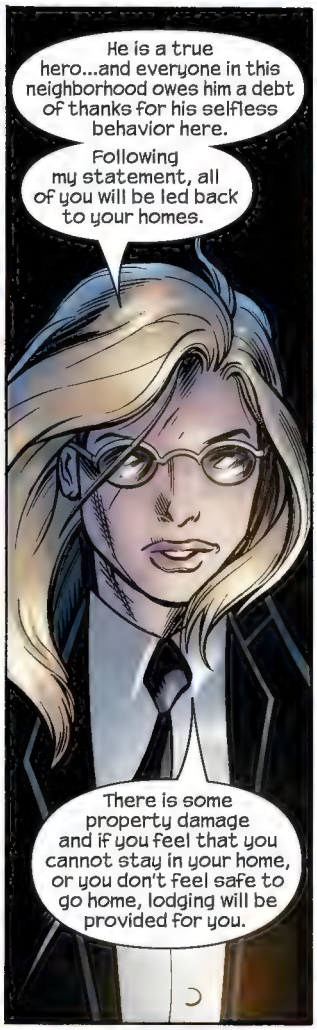
No, Kitty.
I can't do that.

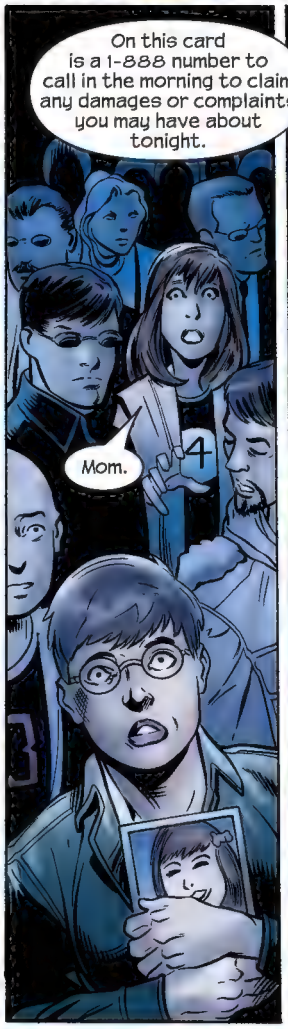
NO!
No, you can!! You can do exactly that!!
He doesn't want his aunt to know this. I know. He doesn't want it.
It was a mistake that she found out and you can fix that mistake.
It's not my place. People have to live their lives.
Life has consequence and it's not our job to--
If she was burning in a fire, you'd pull her out. What's the difference???
Kitty--
You let Jean psychically block people from seeing us here...
What's the difference?!!!
That's not what we do, Kitty.
You know that.
I hate you.
Kitty!!
Professor, maybe she's right.
She's not.
But--

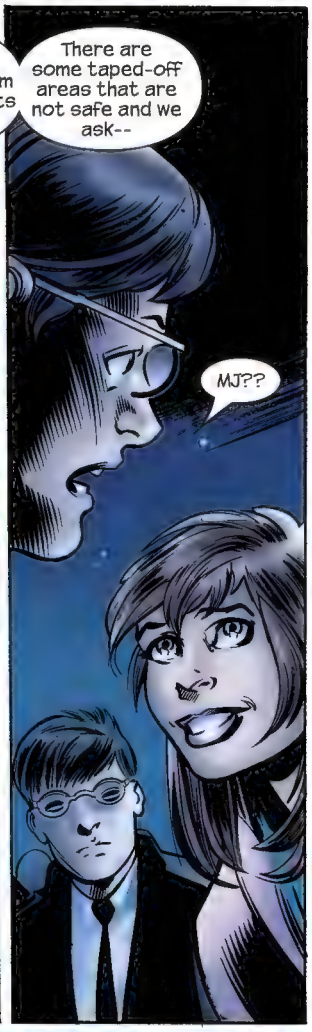

Heeeey...
I'm so glad you're okay
Hey.
That costume...
It'sss a terrible costume.
I know.
C'mere.
My boy...
You're right, Professor.
I know.


Excuse me, if I could have your attention...
My name is agent Sharon Carter- I'm the leader of Nick Fury's anti-power-terrorism task force.
What happened in Queens tonight was an unnaturally-powered villain attack.
No one in the neighborhood was the target and, though we have to keep most details confidential due to national security issues...


Thanks to Nick Fury and his team, we were able to evacuate the neighborhood before any casualties were met.
We do want to make it perfectly clear that, unlike what was reported by some of the cable news networks tonight, this was *not* an act of mutant terrorism.
But we'd like to publicly *thank* the man known as Spider-Man for his invaluable help in tonight's situation.


He is a true hero...and everyone in this neighborhood owes him a debt of thanks for his selfless behavior here.
Following my statement, all of you will be led back to your homes.
There is some property damage and if you feel that you cannot stay in your home, or you don't feel safe to go home, lodging will be provided for you.

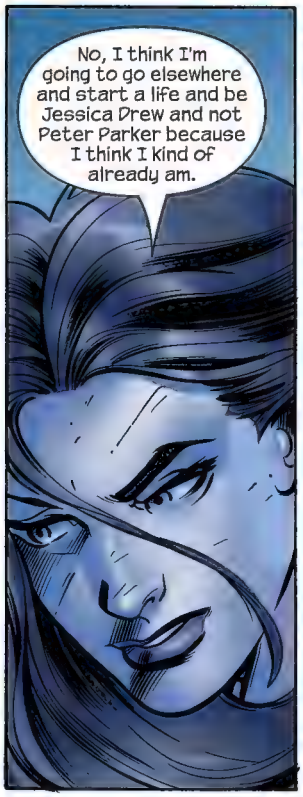

On this card is a 1-888 number to call in the morning to claim any damages or complaints you may have about tonight.
Mom.


There are some taped-off areas that are not safe and we ask--
MJ??

Where were you?!! Are you okay?!!
My name is Agent Woo- your daughter is fine.
Can we talk to you privately?

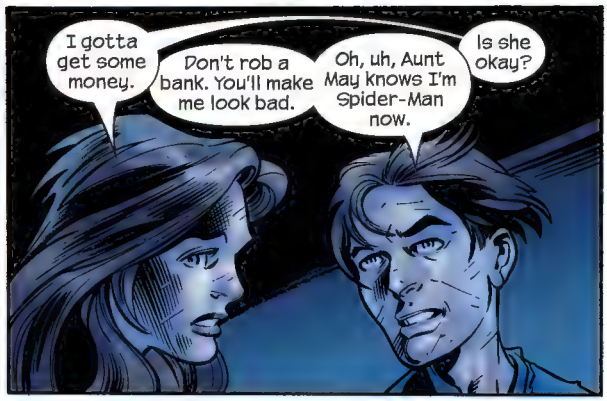
Thought I'd find you here.
I *know* you did, that's why I came here.
That's weird.
Everything *about* this is weird.
Congratulations, you're the last clone standing.
How do you *feel?*
Yeah, me too.
You should go to Nick Fury and have them run tests and--
Man, I hope I don't die.
I feel *pretty* good. I'm hungry.
Yeah, uh, no.
But you might die--
You could die running into a man in a giant mechanical--
Stepping on my jokes.
We're cool with Fury now. We're okay.
Rhino suit, yes. But--
They're my jokes.
Maybe *you* are. Me? Not so much.
I'm *done* with shadowy figures of authority and people in white coats for a while.
Uh, what *are* you going to do?
I thought I'd go to school with *you.*

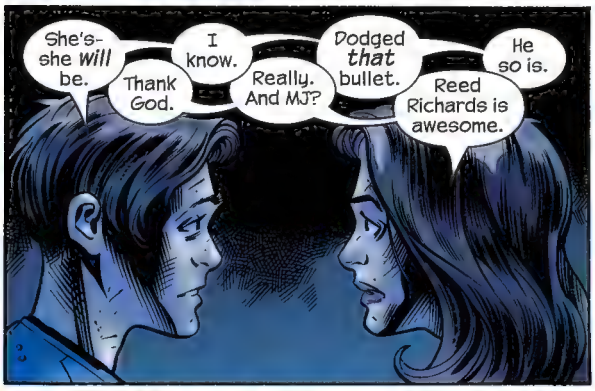
Kidding! Please...can you imagine?
Uh, no.
Really.


No, I think I'm going to go elsewhere and start a life and be Jessica Drew and not Peter Parker because I think I kind of already am.

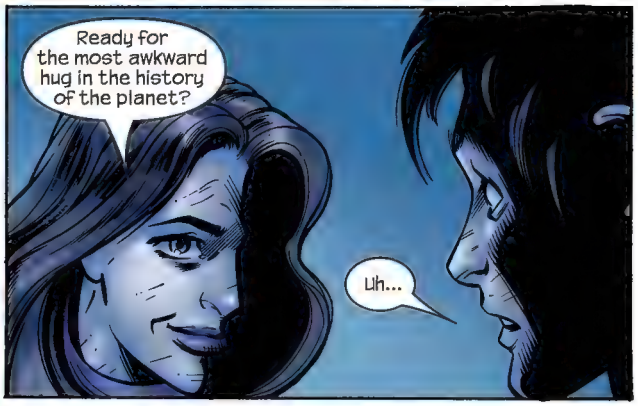
Well, really, the minute you started thinking for yourself you already became her.
Thank you, Michael Keaton.
Yeah, so, I think I should just go do that.
You going to be a super hero?
Maybe.

You can be Spider-Girl if you want.
Okay.
Woman.
And thank you.
You, uh, you got any money on you?
No.

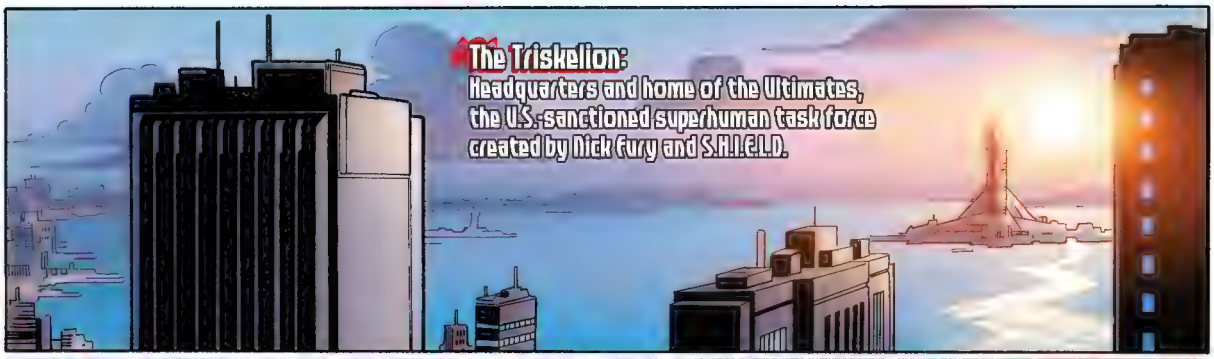

I gotta get some money.
Don't rob a bank. You'll make me look bad.
Oh, uh, Aunt May knows I'm Spider-Man now.
Is she okay?

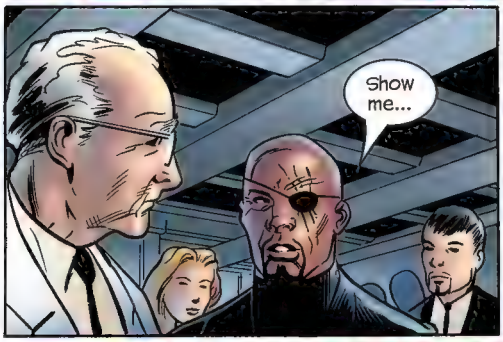

She's-she will be.
Thank God.
I know.
Really. And MJ?
Dodged that bullet.
He so is.
Reed Richards is awesome.

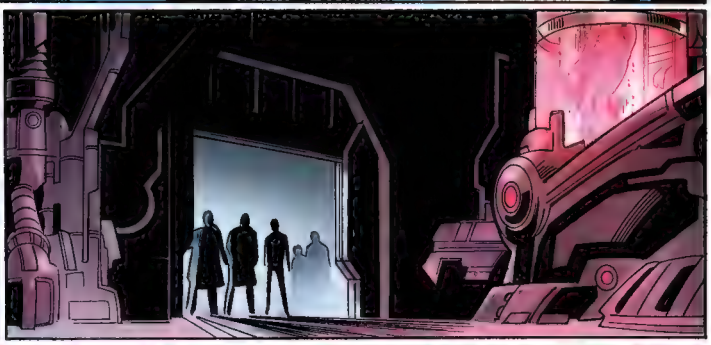
We should be him when we grow up.
Okay. This is a very weird conversation.
Yeah, I'm going to go.

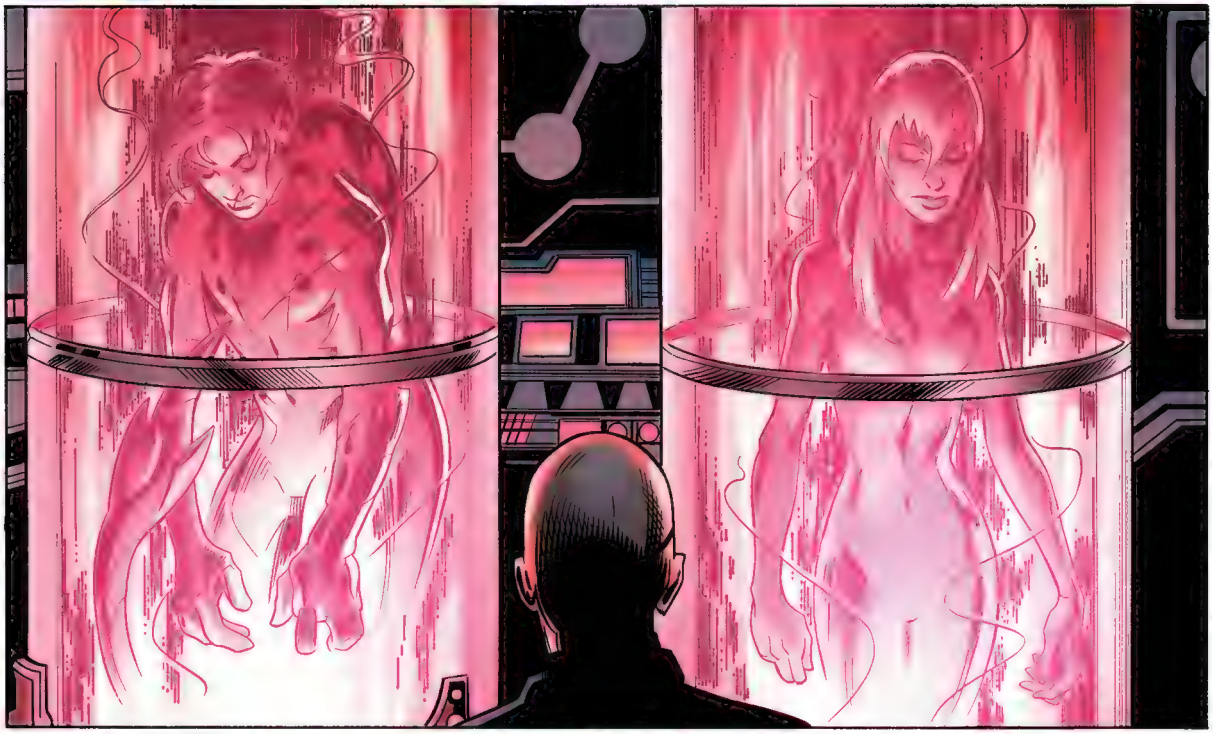

Ready for the most awkward hug in the history of the planet?
Uh...

Well...
Yeah...
Organic web shooter, cool.
And icky.

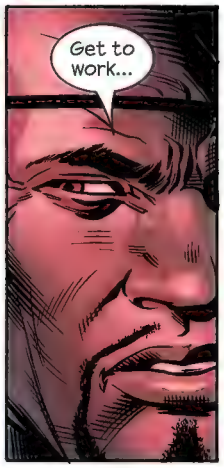

The Triskelion:
Headquarters and home of the Ultimates, the U.S.-sanctioned superhuman task force created by Nick Fury and S.H.I.E.L.D.

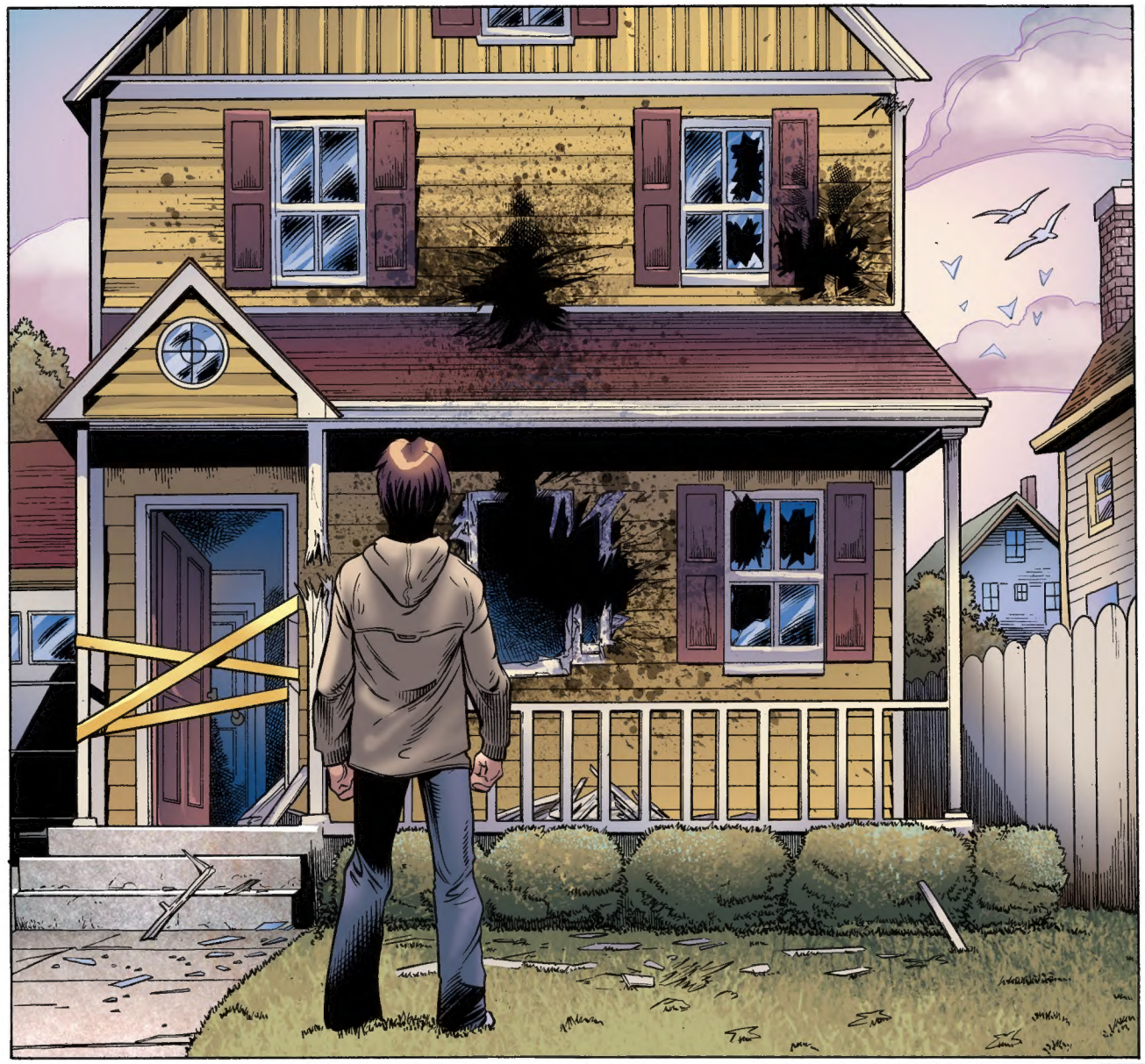

Show me...

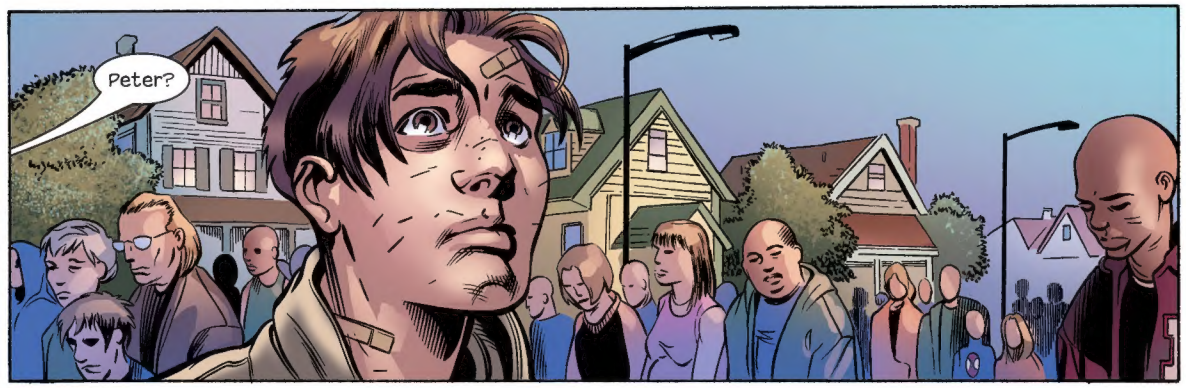




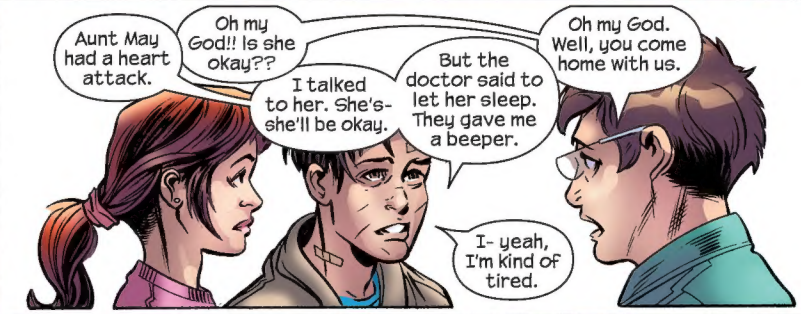
What would you have us do with them, General?


Get to work...




Peter?

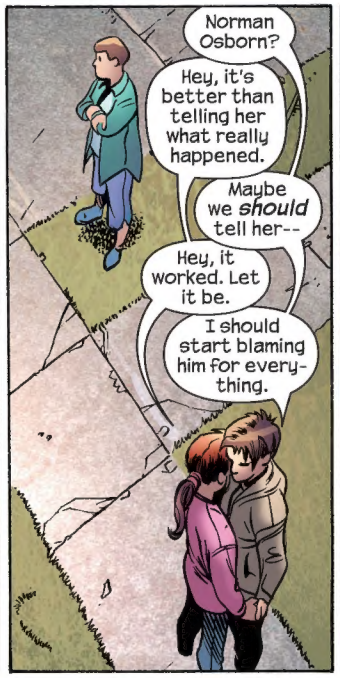
We found MJ.
I'm okay.
Oh my God, your house!!


Aunt May had a heart attack.
Oh my God!! Is she okay??
I talked to her. She's- she'll be okay.
But the doctor said to let her sleep. They gave me a beeper.
Oh my God. Well, you come home with us.
I- yeah, I'm kind of tired.

Did you hear what happened to MJ?
They told my mom Norman Osborn kidnapped me out of my room and Spider-Man beat him up and saved me.
Norman Osborn?
That's what they said. I fainted. Don't remember anything.

That man is a menace!! Why MJ?
He was always weird with me.
Just thank God you're okay. Thank God we're all okay. Poor May. We'll have to bake her something.

Mom, can you give me and Peter, like, a minute?
Are you kidding me? I'm not letting you out of my sight.
Just- stand over there for a second.


Norman Osborn?
Hey, it's better than telling her what really happened.
Maybe we should tell her--
Hey, it worked. Let it be.
I should start blaming him for everything.

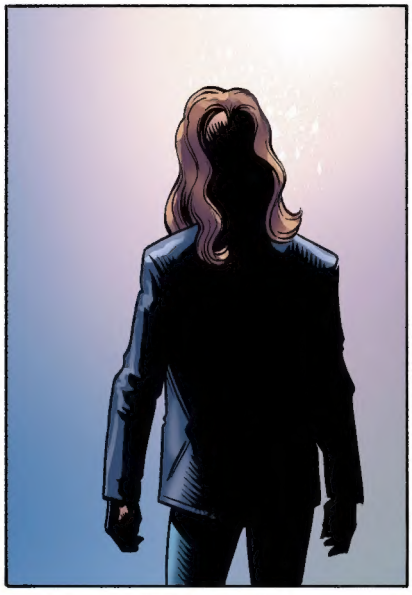
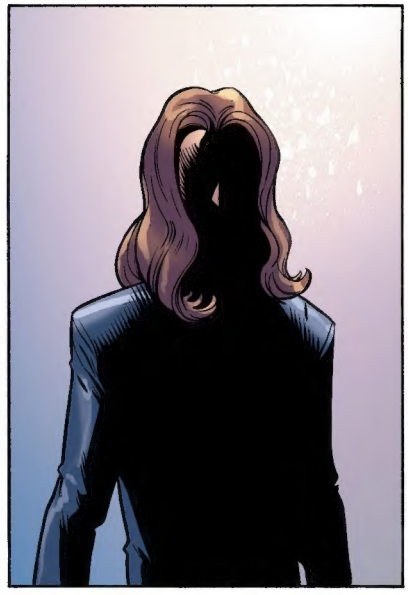
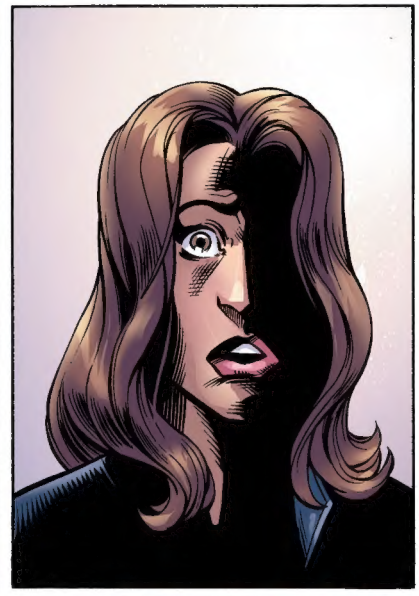
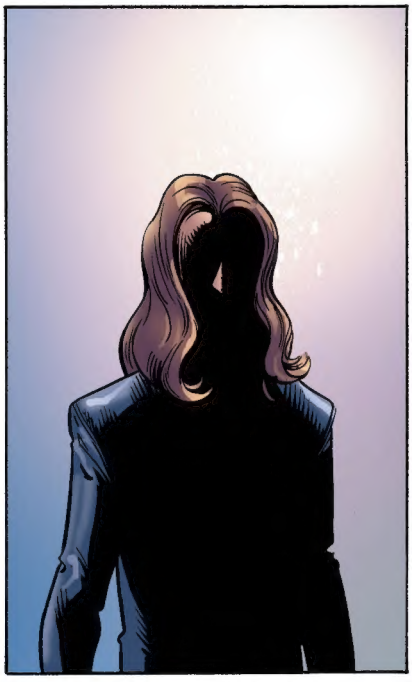
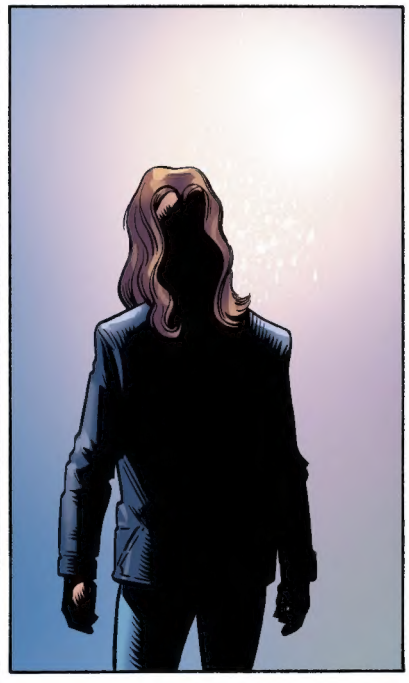
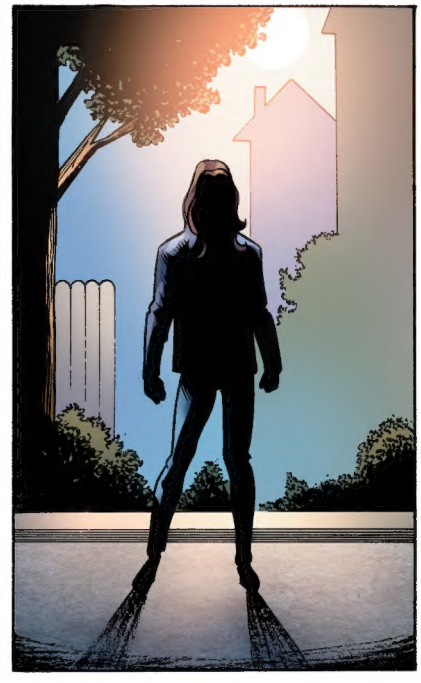
You'll stay at our place.
I guess I have to.
How are we going to afford to fix this?
So, you'll stay with me forever. Yay.

I meant what I said before.
How are you feeling?
You sure?
You better have.
I'm okay, I think.
I really think I'm okay.

That was- that was so scary.
I'm exhausted.
And I don't remember a thing of it. Not a thing. So, hey...
No school today. I bet we get the week off.
Well, aren't you a half cup full girl.

Hey, honestly, I got you back. We're all alive.
All said and done...
Nothing else matters.

Hey, come on...
Let's go home.

5:55 PM
Ughg...
CLINK

You okay?

AAIIEE!!

MJ?!
AAAIIEEEEE!

AAIIEEE!!
It's okay...

Hey...
Nnnaagg!!

It's okay...
Guh!
It's okay...

It's okay...
Next: ULTIMATE KNIGHTS